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**EFFECTIVE DATE**  
3-11-04

04 MAR 16 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**GLENN W. TOMASONE  
ATTORNEY AT LAW  
244 E. EAU GALLIE BOULEVARD  
INDIAN HARBOUR BEACH, FL 32937  
(321) 777-9799  
(321) 777-9299 (Facsimile)**

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March 11, 2004

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE:Pro-Grounds, Inc.

Dear Sir or Madam:

This is to enclose the original and one copy of Articles of Incorporation regarding the above referenced corporation, together with a check in the amount of Seventy Eight Dollars Seventy Five Cents (\$78.75), as filing fees and Designation of Registered Agent. Please file the original and return a copy to me.

Should you have any questions or require any additional information, please do not hesitate to contact my office.

Thank you for your assistance.

Sincerely,



Glenn W. Tomasone, Esquire

gwt/mb

Enclosures as stated:

**ARTICLES OF INCORPORATION**  
**OF**  
**PRO-GROUNDS, INC.**

**Article I - Name**

The name of this corporation is **PRO-GROUNDS, INC.**, and the corporations principal office and mailing address of the corporation shall be **1140 S. Brevard Avenue, Cocoa Beach, Florida 32931.**

**Article II - Duration**

This corporation shall exist perpetually. The date of commencement of corporation shall be as of the date of execution and acknowledgment of these Articles of Incorporation.

**Article III - Purpose**

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

**Article IV - Capital Stock**

This corporation is authorized to issue **100** shares of **\$1.00** par value common stock.

**Article V - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article VI - Special Provision**

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as an S corporation.

**Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is **1140 S. Brevard Avenue, Cocoa Beach, Florida 32931.** The name of the initial registered agent of this corporation at that address is **Zach Zaitz.**

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#### **Article VII - Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

<b>Name</b>	<b>Address</b>
Zach Zaitz President Secretary & Treasurer	1140 S. Brevard Avenue, Cocoa Beach, Florida 32931
William H. Helm Vice President	111 Peachtree Street, Cocoa, Florida 32922

#### **Article VIII**

The name and address of the person signing these articles is: **Zach Zaitz, President, 1140 S. Brevard Avenue, Cocoa, Florida 32931 and William H. Helm, Vice President, 111 Peachtree Street, Cocoa, Florida 32922**

#### **Article IX - Bylaws**

The power to adopt, alter, amend or reply bylaws shall be vested in the Board of Directors and the shareholders.

#### **Article X - Director's Compensation**

The shareholder of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### **Article XI - Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **Article XII - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

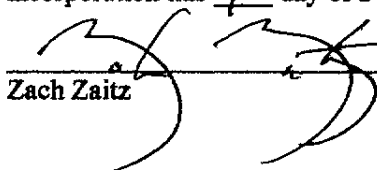
#### **Article XIII - Subchapter "S" Election**


It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election

(IRS Form 2553) at the Organization Meeting hereof.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these articles of

incorporation this 11<sup>th</sup> day of March, 2004

  
Zach Zeitz

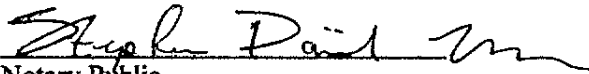
  
William H. Helm

**ACKNOWLEDGMENT**

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of March, 2004,  
by Zach Zeitz and William H. Helm, who is personally known to me or who has produced a Florida  
Driver's License as identification.

My Commission Expires:

  
Notary Public



**Stephen Munson**  
Commission #DD253940  
Expires: Sep 28, 2009  
Bonded Thru  
Atlantic Bonding Co., Inc.

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 or 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS  
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING  
THE REGISTERED OFFICE/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: **PRO-GROUNDS, INC.**
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:  
**ZACH ZAITZ, 1140 Brevard Avenue, Cocoa Beach, Florida 32931.**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND  
AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE  
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

X \_\_\_\_\_  
Zach Zaitz  
Registered Agent

March 11, 2004  
~~February~~, 2004

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA