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P94000023555

January 16, 2001

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

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-01/19/01--01072--006
*****43.75 *****43.75

Dear Sirs:

Please find enclosed articles of Amendment. I have enclosed \$43.75
for fees including a certified copy.

Yours Truly,

Robert Wallace

Robert Wallace

RBW/dlc

*Give author
to first name
inside title
ac 1-22-01*

FILED
01 JAN 19 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ac 1-22-01
Amend*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JOHNNY'S TURF MANAGEMENT, INC.

1. The Articles of Incorporation of JOHNNY'S TURF MANAGEMENT, INC., which were filed on March 28, 1994, under document number P94000023555, are amended to read as follows:

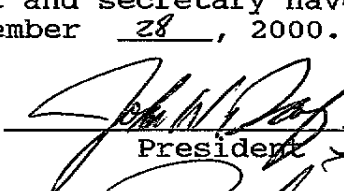
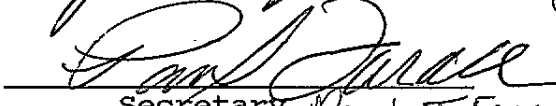
1. ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue one thousand shares of one dollar par value non-voting common stock which shall be designated "Class A Shares" and one thousand shares of one dollar par value voting common stock which shall be designated "Class B Shares." The relative rights, privileges and limitations of the Class A Shares and the Class B Shares shall be in all other respects identical, share for share.

2. All shares of stock outstanding on the date of this amendment shall be exchanged for Class B Shares on a one for one basis.

The foregoing amendment was adopted by the unanimous vote of the shareholders of this corporation on December 28, 2000, pursuant to F.S. 607.1003.

IN WITNESS WHEREOF the undersigned president and secretary have executed these Articles of Amendment on December 28, 2000.


President John W. Day

Secretary PAUL T. Farace

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01 JAN 19 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA