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February 1, 1996

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-02/08/96--01014--012  
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Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

RE: EXECUTIVE GRASSING, INC.

Dear Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return a certified copy to the undersigned. Our check in the amount of \$122.50 is enclosed. A self-addressed, stamped envelope is enclosed for your convenience.

Should you have any questions regarding this request, please do not hesitate to contact us. Thank you for your cooperation in this matter.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE

FEB 13 1996 3SR

Stephen B. Shell

SBS/ecv  
Enclosures  
B1260-21446

EFFECTIVE DATE  
2-1-96

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 FEB -8 AM 9:16

FILED

**ARTICLES OF INCORPORATION  
OF  
EXECUTIVE GRASSING, INC.**

**FILED**  
96 FEB -8 AM 9:16  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

**EFFECTIVE DATE**

2-1-96

**ARTICLE I. CORPORATE NAME**

The name of this corporation shall be EXECUTIVE GRASSING, INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. COMMENCEMENT OF CORPORATE EXISTENCE**

Pursuant to the provisions of Section 607.0203(1), Florida Statutes (1995), the existence of this corporation shall commence as of February 1, 1996.

**ARTICLE IV. TERM OF EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE VI. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to

subscribe to shares of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

**ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the corporation shall be:

Executive Grassing, Inc.  
1436 East Olive Road  
Pensacola, Florida 32514

The Board of Directors may change the address from time to time to any other address in the State of Florida.

**ARTICLE VIII. REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Rene L. West  
1436 East Olive Road  
Pensacola, Florida 32514

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE IX. BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By Laws adopted by the stockholders, but shall never be less than one.

**ARTICLE X. INITIAL DIRECTOR**

The name of the sole director of this corporation and his street address is:

Rene L. West  
1436 East Olive Road  
Pensacola, Florida 32514

The person named as sole director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and have qualified, whichever occurs first.

**ARTICLE XI. RESTRICTIONS ON TRANSFER OF STOCK**

The corporation, and, subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of

mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

#### **ARTICLE XII. INDEMNIFICATION**

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

#### **ARTICLE XIII. INCORPORATOR**

The name and street address of the Incorporator of this corporation is:

Rene L. West  
1436 East Olive Road  
Pensacola, Florida 32514

#### **ARTICLE XIV. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders

sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

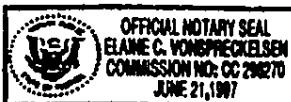
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 1<sup>st</sup> day of February, 1996.

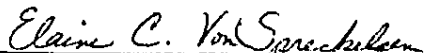
  
\_\_\_\_\_  
RENE L. WEST - INCORPORATOR

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a Notary Public, personally appeared RENE L. WEST, who is personally known to me or who has produced FLORIDA DRIVER'S LICENSE as identification, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 1<sup>st</sup> day of February, 1996.



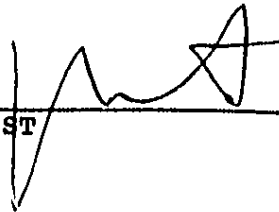
  
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Typed Name: ELAINE C. VON SPRECKELSEN  
Notary Public  
My commission expires: 6/21/97

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for EXECUTIVE GRASSING, INC. at the place designated in the Articles of Incorporation, RENE L. WEST agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: February 1<sup>st</sup>, 1996

\_\_\_\_\_  
RENE L. WEST



FILED  
26 FEB -8 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA