

August 21, 1996

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida
32399

SUBJECT: MasterTurf Inc.

Enclosed please find an original and one copy of the articles of incorporation for the above corporation and a check in the amount of \$ 70.00.

FROM:

James T. Mc Gibony III
226-5 Solana Road
#110
Ponte Vedra Beach, Fl 32082

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*****70.00 *****70.00

8/23/96
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ARTICLES OF INCORPORATION
of
MasterTurf Inc.

32082
Ponte Vedra Beach
FL 32082

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME AND PURPOSE

The name of the corporation is MasterTurf Inc. The purpose of the corporation is to provide landscaping and lawn care services to both commercial and residential customers.

ARTICLE II - PRINCIPLE OFFICE

The mailing address of the principle office of the corporation is 226-5 Solana Road, #110, Ponte Vedra Beach, Florida 32082. The mailing address of the corporation is 226-5 Solana Road, #110, Ponte Vedra Beach, Florida 32082.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares. These shares will consist of one class of common stock with a stated par value of \$1.00 per share. The shares have unlimited voting rights and the owners of the shares are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE IV - REGISTERED AGENT

The name and address of the initial registered agent is James T. McGibony III, 226-5 Solana Road, #110, Ponte Vedra Beach, Florida 32082.

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is James T. McGibony III, 226-5 Solana Road, #110, Ponte Vedra Beach, Florida 32082..

The undersigned has executed these Articles of Incorporation this 21 th day of August, 1996

A handwritten signature in cursive script, reading "James T. McGibony III", written over a horizontal line.

James T. McGibony III

**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 agent, in the State of Florida.

1. The name of the corporation is:

MasterTurf Inc.

2. The name and address of the registered agent and office is:

James T. McGibony III
226-5 Solana Road #110
Ponte Vedra Beach, Florida 32082

HAVING BEEN NAMED AS THE REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT 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.

SIGNATURE: _____

James T. McGibony III

DATE: _____

8/21/96