

2/1/97
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To Whom It May Concern,

Please find the attached
Articles of Incorporation. Direct any
questions or concerns to my attention at

(305) 661-0683

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Thank you

[Signature]

Charles T. Feltner

Charles T. Feltner

5948 SW 60th Avenue
Miami

[Signature]
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FILED
97 FEB 28 PM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TURF MASTERS, Incorporated

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is *Turf Masters, Incorporated* hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at *3749 Charles Terrace Miami, Florida 33133*.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is *5948 S.W. 60th Avenue, Miami, Florida 33143* and the registered agent at this office is *CHARLES T. FOREHAND*

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

CHARLES T. FOREHAND
5948 S.W. 60th Avenue
Miami, FL 33143

ARTICLE IX: INCORPORATORS

The incorporator of the Corporation is as follows:

CHARLES T. FOREHAND
5948 S.W. 60th Avenue
Miami, FL 33143

IN WITNESS WHEREOF, I, *CHARLES T. FOREHAND*, the undersigned incorporator, have signed these

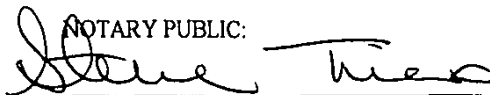
Articles of Incorporation on this 27 day of February, 1997 and acknowledge the same to be our act.

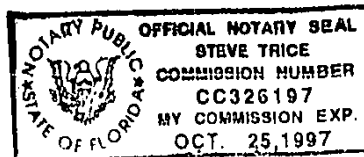


CHARLES T. FOREHAND

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 27th day of Feb., 1997 by
CHARLES T. FOREHAND, who personally appeared before me at the time of notarization, and who has produced a
Florida Driver's License respectively as identification.

NOTARY PUBLIC:
SIGN: 
PRINT: Steve Trice
State of Florida at Large



**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted,
in compliance with said Acts:

First -- That **TURF MASTERS, Incorporated**, desiring to organize under the laws of the State of Florida
with its principle office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of
Florida, has names **CHARLES T. FOREHAND**, located at **5948 S.W. 60th Avenue** in the City of South Miami, County
of Dade, State of Florida, as its agent to accept service of process within this state.

----- Acceptance of Agent -----

ACKNOWLEDGMENT:

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.

BY: _____

Charles T. Forehand

DATE: _____

February 27, 1997

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