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LAW OFFICES
DUNCAN & TARDIF, P. A.
FOXWORTHY PROFESSIONAL BUILDING
SUITE 101, 1601 JACKSON STREET
POST OFFICE BOX 249
FORT MYERS, FLORIDA 33902-0249

GORDON R. DUNCAN
ROBERT E. TARDIF JR.
ANDREW S. EPSTEIN

TELEPHONE (941) 334-4574
FAX (941) 334-3378

July 7, 1997

Florida Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

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-07/11/97--01121-004
***122.50 ***122.50

Re: GRASS CATCHERS, INC. EFFECTIVE DATE 7-7-97

Dear Sir or Madam:

Enclosed herewith is the original and one copy of Articles of Incorporation for the above corporation, together with our company check in the amount of \$122.50 in payment of the filing fee, charter tax, resident agent filing fee and return of the enclosed copy of Articles under Seal.

Thank you for your assistance in this matter. I am,

Very truly yours,


Andrew S. Epstein
For the Firm

ASE/bh
Enclosures

FILED
97 JUL 11 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. 01300000

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ARTICLES OF INCORPORATION

OF

GRASS CATCHERS, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

EFFECTIVE DATE
7-7-27

ARTICLE I

Name: The name of the corporation is GRASS CATCHERS, INC.

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purposes in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.01 per share.

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91 JUL 11 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Initial Registered Office and Agent: The street address of the initial Registered Office of the corporation is 7300 Penzance Boulevard, #505, Fort Myers, Florida 33912, and the name of its initial Registered Agent is Joshua Robert Oxley.

ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is 2. The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than one. The names and addresses of the initial Director of the corporation are as follows:

Josh Robert Oxley
7300 Penzance Blvd. #505
Fort Myers, FL 33912

Marlo Nicole Baker
7300 Penzance Blvd., #505
Fort Myers, FL 33912Fort

ARTICLE VII

Incorporators: The name and address of each Incorporator is as follows:

Josh Oxley
P.O. Box 61056
Myers, FL 33906

Marlo Baker
P.O. Box 61056
Fort Myers, FL 33906

ARTICLE VIII

Commencement of Corporate Existence: In accordance with Section 607.0123, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Article of Incorporation.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or

rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X

Amendment: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles
of Incorporation on this 7th day of July, 1997.

Joshua Robert Oxley
JOSHUA ROBERT OXLEY

STATE OF FLORIDA

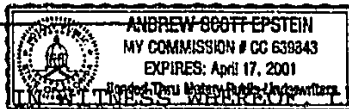
COUNTY OF LEE

BEFORE ME personally appeared JOSH ROBERT OXLEY, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of July, 1997.

Andrew Scott Epstein
Notary Public

My commission expires:



IN WITNESS WHEREOF, the undersigned, has signed these Articles
of Incorporation on this 7th day of July, 1997.

Marlo Nicole Baker
MARLO NICOLE BAKER

STATE OF FLORIDA

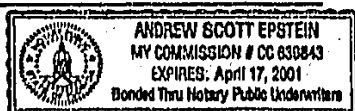
COUNTY OF LEE

BEFORE ME personally appeared MARLO NICOLE BAKER, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of July, 1997.

Andrew Scott Epstein
Notary Public

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA :
:SS
COUNTY OF LEE :

FILED
JUL 11 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared JOSHUA ROBERT OXLEY to me known to be the person described in the foregoing Articles of Incorporation for GRASS CATCHERS, INC. as the Registered Agent, and who hereby accepts said designation, and further states that the place of business for which said Registered Agent will accept service of papers on behalf of the corporation is JOSHUA ROBERT OXLEY, 7300 Penzance Blvd., #505, Fort Myers, FL 33912, and he acknowledges before me that he executed this Acceptance freely and voluntarily and for the uses and purposes therein expressed.

By: *Joshua Robert Oxley*
JOSHUA ROBERT OXLEY

SWORN TO AND SUBSCRIBED before me in the County and State last aforesaid this 7th day of July, 1997.

[Signature]
NOTARY PUBLIC

My Commission Expires:

