

TRANSMITTAL LETTER

P97000101876

Department of State
Division of Corporations
P. O. 6327
Tallahassee, FL 32314

400002359814--3
-12/01/97--01169--013
*****78.75 *****78.75

SUBJECT: GREENSKEEPER HOLDINGS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Please return the photocopy to me with the filing date stamped on it.

FROM: Christopher A. McNear
Name (printed or typed)
6748 Camellia Drive
Address
Miramar, Florida 33023-4847
City, State & Zip
954-966-0306
Daytime Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC -1 PM 1:45

FILED

mc 12/3/97

Articles of Incorporation

1. The name of the corporation shall be:

GREENSKEEPER HOLDINGS, INC.

FILED

2. The principal place of business and mailing address of the corporation is:

6748 Camellia Drive, Miramar, Florida 33023-4847

97 DEC -1 PM 1: 46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. The corporation shall have the authority to issue Ten (10) shares of stock.

4. The registered agent of the corporation is Christopher A. McNear and the registered street address is 6748 Camellia Drive, Miramar Florida 33023-4847.

5. The initial Board of Directors shall have One member(s) whose name(s) and address(es) is/are as follows: Christopher A. McNear

6748 Camellia Drive, Miramar, Florida 33023-4847

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is Christopher A. McNear whose street address is 6748 Camellia Drive, Miramar, Florida 33023-4847

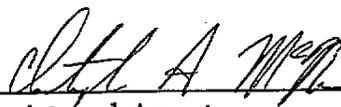
Dated November 28, 1997


Incorporator

Christopher A. McNear

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 am familiar with and accept the obligations of my position as registered agent.

Dated November 28, 1997


Registered Agent

Christopher A. McNear