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January 14, 1998

**VIA FEDERAL EXPRESS DELIVERY**

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

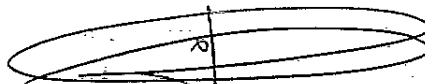
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-01/16/98-01082-012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Grass Choppers, Inc.

Gentleman:

Please file the enclosed Articles of Incorporation for Grass Choppers, Inc. Our check for \$122.50 payable to the Department of State for filing fees is enclosed along with a copy of the Articles. Please call our office once the Articles have been filed to provide the document number and return the certified copy to us at the Winter Park address. Should you have any questions or require anything further, please feel free to call our office.

Sincerely,



Roger S. Grimberg  
Legal Assistant

Enclosures

FILED  
98 JAN 16 AM 7:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

OF

**Grass Choppers, Inc.**

The undersigned, acting as incorporator pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

Article I.

NAME

The name of this corporation is Grass Choppers, Inc.

Article II.

ADDRESS

The street address of the principal office of the corporation is 4889 Walden Circle, Orlando, Florida 32811, and the mailing address of the corporation is the same.

Article III.

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of stock all of one class at a par value of \$1.00 per share, to be designated "common shares."

Article IV.

REGISTERED AGENT

The name and street address of the initial registered agent and office of this corporation is

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98 JAN 16 AM 7:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gary Dos Santos, 4889 Walden Circle, Orlando, FL 32811.

Article V.

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of the corporation is:

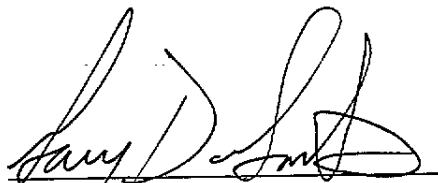
Gary Dos Santos, 4889 Walden Circle, Orlando, FL 32811.

Article VI.

INCORPORATOR


The name and address of the person signing these Articles is Gary Dos Santos,  
4889 Walden Circle, Orlando, FL 32811.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation, this 12<sup>th</sup> day of January, 1998.

  
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

In accordance with Section 607.0501(3), Florida Statutes, I hereby accept the designation, duties, and responsibilities as REGISTERED AGENT of Grass Choppers, Inc. and hereby state that I am familiar with and accept the obligation of that position.

  
Registered Agent

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