

P99000090165

LAW OFFICES OF

**RANDY E. MERRILL, P.A.**

A PROFESSIONAL LEGAL CORPORATION

4501 NORTH TAMiami TRAIL  
SUITE 208  
NAPLES, FLORIDA 34103

TELEPHONE: (941) 261-6767  
FACSIMILE: (941) 263-7054  
E-MAIL: randy.merrill@naplesnet.com

September 20, 1999

*Via Federal Express*

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

900003009999--9  
-10/08/99--01068--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
99 OCT -8 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RE: Incorporation of DIAMOND CUT HORTICULTURAL SERVICES OF  
SOUTHWEST FLORIDA, INC.**

Dear Sir or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation and Agent's Appointment and Acceptance for **DIAMOND CUT HORTICULTURAL SERVICES OF SOUTHWEST FLORIDA, INC.**, as well as our firm check in the amount of \$78.75. We have also enclosed an addressed/stamped envelope for return of one copy of the articles as well as your letter of receipt.

Thank you for your assistance in this matter. If you should have any questions or comments, please do not hesitate to contact our office at (941) 261-6767.

Sincerely,

RANDY E. MERRILL, ESQ., P.A.

  
Randy E. Merrill

REM/mjp

enclosures: As stated

cc: Diamond Cut horticultural services of Southwest Florida, Inc.

**ARTICLES OF INCORPORATION  
OF  
DIAMOND CUT HORTICULTURAL SERVICES OF SOUTHWEST  
FLORIDA, INC.**

**ARTICLE I**

**NAME**

THE NAME OF THIS CORPORATION SHALL BE: DIAMOND CUT  
HORTICULTURAL SERVICES OF SOUTHWEST FLORIDA, INC.

**ARTICLE II**

**DURATION**

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

**ARTICLE III**

**PURPOSE**

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF SERVICE TO  
ENVIORMENTAL AND HORTICULTURAL INDUSTRY AND FOR THE PURPOSE OF  
TRANSACTIONING ANY AND ALL OTHER LAWFUL BUSINESS.

**ARTICLE IV**

**CAPITAL STOCK**

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF \$ 1.00  
PAR VALUE COMMON STOCK.

**ARTICLE V**

**PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF  
THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH  
HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA  
SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL  
SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

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TALLAHASSEE, FLORIDA

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**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS 4501 NORTH TAMiami TRAIL, SUITE 208, NAPLES, FLORIDA 34103, AND THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS RANDY E. MERRILL, ESQ.

**ARTICLE VII**  
**PRINCIPAL OFFICE**

THE MAILING ADDRESS AND STREET ADDRESS OF THE PRINCIPAL OFFICE IS 12601 TOWER ROAD, BONITA SPRINGS, FLORIDA 34135.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

THE CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS, BUT SHALL NEVER BE LESS THAN ONE NOR MORE THAN THIRTY-FIVE.

THE NAME AND ADDRESS OF THE INITIAL DIRECTORS OF THIS CORPORATION IS:

ALICE M. DANIELS	JAMES E. ALBRECHT
12601 TOWER ROAD	12601 TOWER ROAD
BONITA SPRINGS,	BONITA SPRINGS,
FLORIDA 34135	FLORIDA 34135

**ARTICLE IX**  
**INCORPORATOR**

THE NAME AND ADDRESS OF THE INITIAL INCORPORATOR OF THE CORPORATION IS:

ALICE M. DANIELS	JAMES E. ALBRECHT
12601 TOWER ROAD	12601 TOWER ROAD
BONITA SPRINGS,	BONITA SPRINGS,
FLORIDA 34135	FLORIDA 34135

**ARTICLE X**

**GENERAL PROVISIONS**

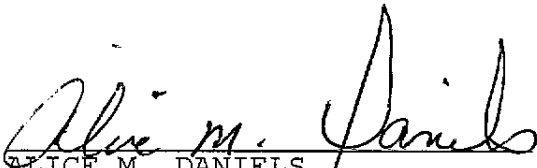
(A) THE PRIVATE PROPERTY OF THE STOCKHOLDERS SHALL NOT BE SUBJECT TO THE PAYMENT OF ANY CORPORATE DEBTS TO ANY EXTENT WHATSOEVER.

(B) SUBJECT TO THE PROVISIONS AND CONDITIONS OF THIS ARTICLE, THE CORPORATION SHALL HAVE THE FULL POWER AND LAWFUL AUTHORITY TO ACCEPT PROPERTY, LABOR AND SERVICES IN PAYMENT FOR SHARES OF ITS CAPITAL STOCK IN LIEU OF CASH, AT JUST VALUATION TO BE FIXED BY ITS BOARD OF DIRECTORS.

(C) A DIRECTOR OF THE CORPORATION MAY TRANSACT BUSINESS, BORROW, LEND OR OTHERWISE DEAL OR CONTRACT WITH THE CORPORATION TO THE FULL EXTENT AND SUBJECT ONLY TO THE LIMITATIONS AND PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA AND LAWS OF THE UNITED STATES.

(D) THE CORPORATION SHALL INDEMNIFY EACH DIRECTOR AND OFFICER OF THE CORPORATION AGAINST ALL OR ANY PORTION OF ANY EXPENSES REASONABLY INCURRED BY HIM IN CONNECTION WITH OR ARISING OUT OF ANY ACTION, SUIT OR PROCEEDING IN WHICH HE MAY BE INVOLVED, BY REASON OF HIS BEING OR HAVING BEEN AN OFFICER OR DIRECTOR OF THE CORPORATION (WHETHER OR NOT HE CONTINUES TO BE AN OFFICER OR DIRECTOR AT THE TIME OF INCURRING SUCH EXPENSES), TO THE FULL EXTENT PERMITTED BY AND SUBJECT ONLY TO THE LIMITATIONS AND PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA AND LAWS OF THE UNITED STATES.

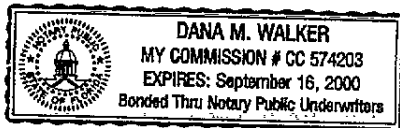
IN WITNESS WHEREOF, THE UNDERSIGNED, ALICE M. DANIELS AND JAMES E. ALBRECHT, HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES AFORESAID, ON THIS 28<sup>th</sup> DAY OF SEPTEMBER, 1999.

  
ALICE M. DANIELS

  
JAMES E. ALBRECHT

STATE OF FLORIDA  
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS  
28<sup>th</sup> DAY OF SEPTEMBER, 1999, ALICE M. DANIELS AND  
JAMES E. ALBRECHT, WHO ARE \_\_\_\_\_ PERSONALLY KNOWN TO ME OR X  
WHO \_\_\_\_\_ PRODUCED \_\_\_\_\_ IDENTIFICATION  
FLORIDA DRIVER'S LICENSE AND WHO DID TAKE  
AN OATH.



Dana M. Walker  
NOTARY PUBLIC

DANA M. WALKER  
PRINT NAME OF NOTARY

My Commission Expires: \_\_\_\_\_

{SEAL}

AGENT'S APPOINTMENT AND ACCEPTANCE

WE, ALICE M. DANIELS AND JAMES E. ALBRECHT, THE INCORPORATORS  
OF DIAMOND CUT HORTICULTURAL SERVICES OF SOUTHWEST FLORIDA, INC., DO  
HEREBY UNANIMOUSLY APPOINT RANDY E. MERRILL, ESQ. AS REGISTERED AGENT,  
FOR SERVICE OF PROCESS OF GOLFPROMO, INC.

*Alice M. Daniels*

*James E. Albrecht*

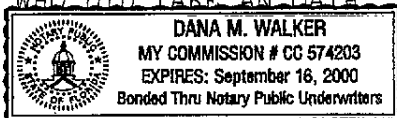
ALICE M. DANIELS

JAMES E. ALBRECHT

STATE OF FLORIDA

COUNTY OF COLLIER

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 28<sup>th</sup>  
DAY OF SEPTEMBER, 1999, BY ALICE M. DANIELS AND JAMES E.  
ALBRECHT, WHO ARE \_\_\_\_\_ PERSONALLY KNOWN TO ME OR 4 WHO PRODUCED  
IDENTIFICATION Florida Driver License AND  
WHO DID TAKE AN OATH



{SEAL}

*Dana M. Walker*  
NOTARY PUBLIC  
DANA M. WALKER  
PRINT NAME OF NOTARY

My Commission Expires: \_\_\_\_\_

I, RANDY E. MERRILL, ESQ., HEREBY ACCEPT APPOINTMENT AS  
REGISTERED AGENT FOR SERVICE OF PROCESS

*Randy E. Merrill*  
RANDY E. MERRILL, ESQ.

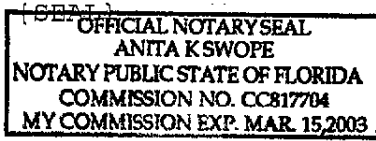
STATE OF FLORIDA

COUNTY OF COLLIER

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 7<sup>th</sup>  
DAY OF OCTOBER, 1999, BY RANDY E. MERRILL, WHO IS  
PERSONALLY KNOWN TO ME AND WHO DID TAKE AN OATH.

99 OCT -8 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



My Commission Expires:

Anita K. Swope  
NOTARY PUBLIC

ANITA K. SWOPE  
PRINT NAME OF NOTARY

FILED

99 OCT -8 AM 11:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA