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TO: DIVISION OF CORPORATIONS FROM: FAG-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166- 3731-0000
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4000 PHONE: (305) 599-9039
FAX: (305) 592-9591

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NAME: TURF PRO INC. CURRENT STATUS: REQUESTED
FAX AUDIT NUMBER: H95000008832 TIME REQUESTED: 13:58:58
DATE REQUESTED: 08/10/1995 CERTIFICATE OF STATUS: 0
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ARTICLES OF INCORPORATION
OF
TURF PRO INC..

For the purpose of forming a corporation under Ch.607 of the Florida General Corporation Act, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE I

The name of this corporation shall be TURF PRO INC., and its principal place of business shall be at 7545 SW. 54TH COURT MIAMI FL. 33143, with the right to move said principal place of business and establish other places of business within or without the State of Florida, as the Board of Directors may from time to time deem proper.

ARTICLE II

The specific purpose of this corporation is to engage in TURF DESIGNING to all in the state Florida, notwithstanding, any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its by Laws.

ARTICLE III

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin shall be not less than one thousand dollars (1000.00)

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

ARTICLE VI

The number of directors of said corporations shall be provided in the By-Laws but in no event shall the number be less than (1) nor more than (5).

Prepared by: Cathie Ann Ulett
9481 N.W. 51 St.
Pembroke Pines, Fl 33024
(305) 438-8304

H9500008832

ARTICLE VII

The names and post office address of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors have been elected and qualified, unless other wise stated by the By-Laws, are:

Simon Dickson - President
7545 SW. 54th Court
Miami Fl. 33143

Nichola Dickson- Secretary
Audra Boorman - Treasurer

ARTICLE VIII

The registered address of the principle office of the corporation shall be:

7545 SW. 54th Court
Miami Fl. 33143

ARTICLE IX

In furtherance and not in limitation of powers conferred upon the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furniture security for its indebtedness or for any other purpose. The Directors, if the By-Laws so provide, may hold their meetings in or without the State of Florida. The corporation may in its By-Laws, confer powers additional to the power and authority expressly conferred upon them by statue to the Directors.

ARTICLE X

Amendments and revisions, including alterations of any provisions, of these Articles, and the By-Laws, shall be by the shareholders or by the majority vote of the shareholders voting, in the manner now or hereafter prescribed by the statutes.

ARTICLE XI

Shares of capital stock of this corporation shall be vested in the following persons and in the following persons and in the amount set opposite their names

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Simon Dickson - President (237-31-1394)	50%
Nichola Dickson - Secretary (590-51-0656)	25%
Audra Boorman (592-29-6620)	25%

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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to another person or corporation, unless approved by the president of this corporation. The price and terms of which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

ARTICLE XII

Special meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five(5) days written notice.

ARTICLE XIII

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XIV**RIGHT OF SHAREHOLDER TO DISSENT**

The shareholders of this corporation have the right to dissent from any corporate actions that shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLE XV**SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLE XVI**MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the President of this corporation.

ARTICLE XVII

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POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XIX

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XXI

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XXII

NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the stockholders at the following address:

7545 SW. 54th Court
Miami Fl. 33143

ARTICLE XXIII

The names and addresses of the subscribers to these articles are:

Simon Dickson - President
7545 SW. 54th Court
Miami Fl. 33143

Nichola Dickson- Secretary
Audra Boorman - Treasurer

ARTICLE XXIV

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