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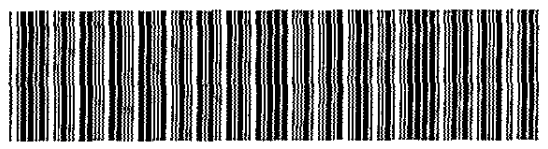
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JOHN CHARLES HEEKIN
ATTORNEY AT LAW
21202 OLEAN BLVD., SUITE C-2
P.O. BOX 494307
PORT CHARLOTTE, FLORIDA 33949-4307
PHONE (941) 627-0333

November 7, 2003

Department of State
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Corporate Filings
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Tallahassee, FL 32314

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RE: Other Side Sod Company, LLC
Articles of Organization

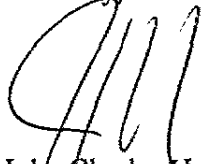
Gentlemen:

Pursuant to Section 608.407 Florida Statutes, enclosed for filing are Articles of Organization for Other Side Sod Company, LLC, a Florida limited liability company. Also enclosed is my check number 1085 in the amount of \$155.00 for filing of the Articles, Designation of Registered Agent, and one (1) certified copy of the Articles of Organization.

Please return the certified copy of the Articles to the undersigned at the above address.

Thank you for your courtesy and cooperation.

Sincerely,



John Charles Heekin, Esq.
/bqh

Encl.

ARTICLES OF ORGANIZATION
OF
OTHER SIDE SOD COMPANY, LLC

The undersigned subscriber, JOEL C. DERISO, a natural person competent to contract, herewith files these Articles of Organization pursuant to Section 608.407 Florida Statutes for such organization.

ARTICLE ONE. Name.

The name of the organization is OTHER SIDE SOD COMPANY, LLC. The business address of the organization is 3356 SW County Road 769, Arcadia, Florida 34269, the mailing address is 3356 SW County Road 769, Arcadia, Florida 34269, and such other and further addresses as shall be adopted by the manager from time to time.

ARTICLE TWO. Nature of Business.

The general business to be transacted by this organization is as follows:

1. Any business, as defined in Section 608.402 Florida Statutes.
2. To establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesaler, retailer, importer, and exporter; to acquire all such merchandise, supplies, materials, and other articles that shall be necessary or incidental to such business; and to have any and all powers above set forth as fully as a natural person, whether as principal, agent, trustee, or otherwise.
3. To purchase, to receive by way of gift, subscribe for, invest in and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all ways deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credit, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property, and the products and avails thereof, and every character of interest therein and appurtenance thereto.
4. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon limited liability companies organized pursuant to the laws under which this organization is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE THREE. Term of existence.

This organization is to exist perpetually.

ARTICLE FOUR. Registered office.

The name of the initial registered agent of the organization for service of process in this state is JOHN CHARLES HEEKIN, Attorney. The initial registered office is 21202-C2 Olean Boulevard, Port Charlotte, Florida 33952. The registered agent is an individual who resides in this

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LAW OFFICES
JOHN CHARLES
HEEKIN

21202 OLEAN BLVD.
SUITE C-2
P. O. BOX 2434
PORT CHARLOTTE, FLORIDA
33949-2434
(941) 627-0333

state and whose business office is identical to the registered office.

ARTICLE FIVE. Managers

The limited liability company is to be managed by one (1) or more managers and shall be a manager-managed company.

The initial manager of the company shall be JOEL C. DERISO, whose address is 3356 SW County Road 769, Arcadia, Florida 34269.

ARTICLE SIX. Members.

The organization may have one (1) or more members. The initial member is the sole member and manager.

ARTICLE SEVEN. Commencement.

This organization shall commence existence on the filing of these Articles of Organization.

Joel C Deriso

JOEL C. DERISO, Member

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STATE OF FLORIDA
COUNTY OF CHARLOTTE

Before me personally appeared JOEL C. DERISO to me personally known or who produced AAA as identification, known to me to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed said instrument for the purposes herein expressed and who did take an oath.

WITNESS my hand and official seal, this 18 day of August, 2003.

My commission expires:

(Affix Seal)



BARBARA Q. HARRINGTON
MY COMMISSION # DD 123515
EXPIRES: October 6, 2006
Bonded Thru Budget Notary Services

B. Harrington

Notary Public - State of Florida

Print Name: BARBARA Q. HARRINGTON

ACCEPTANCE

Pursuant to Section 608.415 Florida Statutes, I, JOHN CHARLES HEEKIN, with offices at 21202-C2 Olean Blvd., Port Charlotte, Florida 33952, hereby accept the foregoing designation as registered agent of OTHER SIDE SOD COMPANY, LLC.

Witness my hand and seal this 18 day of August, 2003.

John Charles Heekin

John Charles Heekin

LAW OFFICES
JOHN CHARLES
HEEKIN

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