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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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SUBJECT: Sod Solutions, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lee Ann Wagner
(Name of Person)
Sod Solutions, Inc.
(Firm/Company)
P. O. Box 460
(Address)
Mt. Pleasant, SC 29455
(City, State and Zip Code)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 FEB 20 11 9:10

Should you need to call someone concerning this matter, please call:

Lee Ann Wagner at (803) 849 - 1288
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. SOD SOLUTIONS, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Georgia

(State or country under the law of which it is incorporated)

3. 57-0998901

(FEI number, if applicable)

4. April 21, 1994

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Isolated Sales; Awaiting Authority

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. P. O. Box 460

Mt. Pleasant, SC 29465

(Current mailing address)

8. Licensing, promotion and sales of new turf grass (seed stock) or others
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Elmer R. Kirkland

Office Address: 4328 State Rd. 44

New Smyrna Beach

, Florida, 32168

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Tobey A. Wagner
Address: 1918 Omni Blvd.
Mt. Pleasant, SC 29464
Vice Chairman: Elmer R. Kirkland
Address: 4328 State Rd. 44
New Smyrna Beach, FL 32168
Director: Thomas C. Hendrix
Address: 7797 Russell Creek Dr. (P. O. Box 510)
Edisto Island, SC 29438
Director: Stella Lee Kirkland
Address: 4328 State Rd. 44
New Smyrna Beach, FL 32168

B. OFFICERS

President: Tobey A. Wagner
Address: 1918 Omni Blvd.
Mt. Pleasant, SC 29464
Vice President: Elmer R. Kirkland
Address: 4328 State Rd. 44
New Smyrna Beach, FL 32168
Secretary: Lee A. Wagner
Address: 1918 Omni Blvd.
Mt. Pleasant, SC 29464
Treasurer: Stella Lee Kirkland
Address: 4328 State Rd. 44
New Smyrna Beach, FL 32168

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COMMISSIONERS
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Tobey A. Wagner
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Tobey A. Wagner, President
(Typed or printed name and capacity of person signing application)



SOD SOLUTIONS, INC.

P O Box 460
Mt Pleasant, SC 29465
(803) 849-1288



Addendum:

12.

A. Directors (Additional)

Director: Jimmy C. Knowles

Address: 185 Heimatsweg Rd.
Chapin, SC 29036

Director: Fay L. Cooper

Address: 249 Floratam Trail
New Smyrna Beach, FL 32168

B. Officers (Additional)

Vice President: Thomas C. Hendrix

Address: 7797 Russell Creek Dr. (P. O. Box 510)
Edisto Island, SC 29438

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DIVISION OF CORPORATIONS

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 950190124
CONTROL NUMBER : 9410356
DATE INC/AUTH/FILED: 04/21/1994
JURISDICTION : GEORGIA
PRINT DATE : 01/19/1995
FORM NUMBER : 211

SOD SOLUTIONS INC./LEE ANN WAGNER
P O BOX 460
MT PLEASANT SC 29465

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CLERK OF COURTS
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CERTIFICATE OF EXISTENCE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

SOD SOLUTIONS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above and was incorporated, formed, or authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution or certificate of cancellation with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland

MAX CLELAND
SECRETARY OF STATE