

F96000002499

Darkett, Rossway, Garavaglia & Moore

CHARTERED
ATTORNEYS AT LAW
788 BEACHLAND BOULEVARD
VENO BEACH, FLORIDA 33563

407.281.4343
FAX: 407.284.0113

PLEASE REPLY TO:
POST OFFICE BOX 6327
VENO BEACH, FLORIDA 33564

BRUCE D. MARKETT
CALVIN B. BROWN
WILLIAM W. CALDWELL
GREGORY D. COLLINS, JR.
MICHAEL J. GARAVAGLIA
JOHN E. MOORE, III
BRADLEY W. ROSSWAY

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

April 22, 1996

Qualification/Tax Lien Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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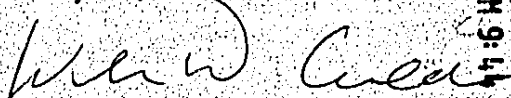
Re: Baldwin Sod Farms, Inc.

Dear Sir or Madam:

With regard to the above, enclosed please find Transmittal Letter, original and one conformed copy of Application By Foreign Corporation for Authorization to Transact Business in Florida and check payable to State of Florida in the amount of \$131.25, representing the \$70.00 registration fee, \$8.75 certificate of status fee and \$52.50 certified copy fee.

Upon filing of the enclosed documents, please issue a certificate of status and forward same, together with a certified copy of the Application By Foreign Corporation for Authorization to Transact Business in Florida to the undersigned. Thank you.

Very truly yours,



WILLIAM W. CALDWELL
For the Firm

WWC/mjw
Enclosures

cc/encs: Thomas M. Shoaff, Esq.
Mr. Duane V. Baldwin

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 20 AM 9:14

5120
W96-9166

**Collins, Brown, Caldwell,
Barkett, Rossway, Garavaglia & Moore**

CHARTERED
ATTORNEYS AT LAW
705 BEACHLAND BOULEVARD
VENO BEACH, FLORIDA 32963

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407.231.4343
FAX: 407.234.0213

PLEASE REPLY TO:
POST OFFICE BOX 3888
VENO BEACH, FLORIDA 32964

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

May 6, 1996

Hart Collins, Senior Administrator
Qualification/Tax Lien Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Baldwin Sod Farms, Inc.
Ref. Number: W96000009166
Letter Number: 096SA00020559

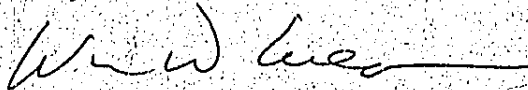
*Called 5/9 -
will send CVS*

Dear Sir or Madam:

With regard to the above, enclosed please find copy of your April 30, 1996 correspondence, together with the requested Certificate of Existence from the Secretary of State of Indiana.

Please issue a Certificate of Status and forward same, together with a certified copy of the Application By Foreign Corporation for Authorization to Transact Business in Florida to the undersigned. Thank you.

Very truly yours,



WILLIAM W. CALDWELL
For the Firm

WWC/mjw
Enclosures

cc/encs: Thomas M. Shoaff, Esq.
Mr. Duane V. Baldwin



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 30, 1996

MAY 02 1996

WILLIAM W. CALDWELL, ESQ.
COLLINS, BROWN, ET AL.
PO BOX 3686
VERO BEACH, FL 32964

SUBJECT: BALDWIN SOD FARMS, INC.
Ref. Number: W96000079166

We have received your document for BALDWIN SOD FARMS, INC. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 096A00020559

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BALDWIN SOD FARMS, 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:

William W. Caldwell, Esq.
(Name of Person)

Collins, Brown, Caldwell, Barkett, Rossway, Garavaglia & Moore
(Firm/Company)

Post Office Box 3686
(Address)

Vero Beach, FL 32964
(City/State/Zip)

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

William W. Caldwell, Esq. at (407) 231-4343
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

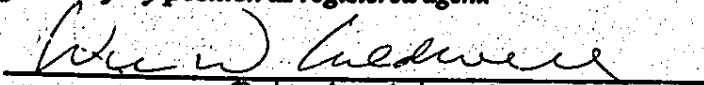
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

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

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

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

1. BALDWIN SOD FARMS, 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. Indiana
(State or country under the law of which it is incorporated)
3. 59-3361648
(FEI number, if applicable)
4. February 29, 1996
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 111 East Wayne Street, Suite 800
Fort Wayne, IN 46802
(Current mailing address)
8. Any lawful business
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: William W. Caldwell, Esq.
Office Address: 756 Beachland Boulevard
Vero Beach, Florida, 32963
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 20 AM 9:44

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Duane V. Baldwin

Address: 3761 Morton Road, Stockbridge, MI 49285

Vice Chairman: _____

Address: _____

Director: Mark Baldwin

Address: 3761 Morton Road, Stockbridge, MI 49285

Director: Thomas M. Shonff

Address: 111 East Wayne Street, Suite 800, Fort Wayne, IN 46802

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: DUANE V. BALDWIN

Address: 3761 MORTON RD.
STOCKBRIDGE, MI 49285

Vice President: MARK BALDWIN

Address: 3761 Morton Rd.
Stockbridge, MI 49285

Secretary: THOMAS M. SHOAFF

Address: 111 EAST WAYNE ST, SUITE 800
FORT WAYNE, IN 46802

Treasurer: _____

Address: _____

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

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

(Typed or printed name and capacity of person signing application)

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

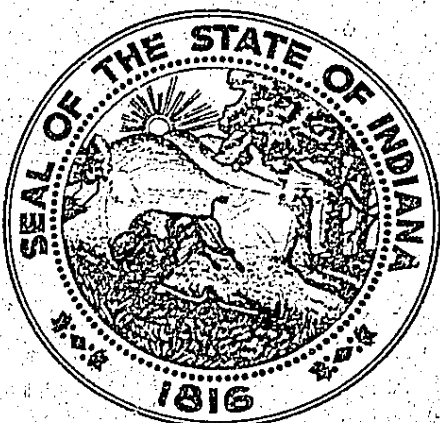
I further certify that records of this office disclose that

BALDWIN SOD FARMS, INC.

filed Articles of Incorporation on February 29, 1996, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 20 AM 9:44



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Ninth day of May, 1996.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

R
Deputy