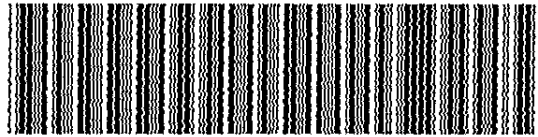


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TALLAHASSEE, FLORIDA



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LAW OFFICES OF

Hatch & Doty, P.A.

Ira C. Hatch, Jr.
Also admitted in NY and Washington, D.C.
Kevin S. Doty
David L. Hancock
Aaron V. Johnson

1701 A1A, SUITE 220
VERO BEACH, FL 32963-2206
FLORIDA

Telephone (772) 234-4711
Facsimile (772) 234-8299
Email: DHancock@hatchlaw.com

July 24, 2003

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

RE: Compass Sod Farms, L.L.C.

Dear Sir/Madam:

Enclosed you will find an original and one copy of the Articles of Organization and the Designation of Registered Agent to be filed, together with our check number 09182 in the amount of \$125.00 for your required filing fees. Please file the originals and return a time stamped copy of both to me in the enclosed envelope indicating your receipt of the documents. Please do not hesitate to contact me if you require any further information. Thank you.

Sincerely,



Donna J. McCord,
Assistant to David L. Hancock, Esq.

/djm

encs

ARTICLES OF ORGANIZATION
OF
COMPASS SOD FARMS, L.L.C.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Compass Sod Farms, L.L.C. (hereinafter referred to as "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be as follows:

Mailing Address: P.O. Box 690532
Vero Beach, FL 32969

Street Address: 1701 Highway A1A
Suite 220
Vero Beach, FL 32963

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida shall be Ira C. Hatch, Esq. Hatch & Doty, P.A., 1701 Highway A1A, Suite 220, Vero Beach, Florida 32963.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company in the amounts and in the manner set forth in the Operating Agreement of the Company.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members and in the amounts and in the manner set forth in the Operating Agreement of the Company.

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ARTICLE VII -- ADMISSION OF NEW MEMBERS

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No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.


ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or on the occurrence of any other event that terminates the continued membership of a member in the Company unless the business of the Company is continued by the consent of all the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a member manager in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The initial Manager of the Company will be Mark Baldwin.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization this 23rd day of July, 2003.


David L. Hancock, Esq., Authorized
Representative of Compass Sod Farms, L.L.C.

David L. Hancock, Esq.
Florida Bar No.: 123609
Hatch & Doty, P.A.
1701 Highway A1A, Suite 220
Vero Beach, Florida 32963
(772) 234-4711

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE AND ACCEPTANCE OF REGISTERED AGENT** ^{FILED} 03 JUL 25 PM 2: 25

Under the provisions of Florida Statutes, Chapter 608, Compass Sod Farms, L.L.C., a Florida limited liability company, submits the following statement to designate a registered agent and registered office in the State of Florida:

1. The name of the limited liability company is Compass Sod Farms, L.L.C.
2. The name of the registered agent is Ira C. Hatch, Esq..
3. The registered office is 1701 Highway A1A, Suite 220, Vero Beach, Florida 32963.

The undersigned, being the person named in the Articles of Organization of Compass Sod Farms, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Ira C. Hatch, Esq., Registered Agent

Dated: July 23, 2003

David L. Hancock, Esq.
Florida Bar No.: 123609
Hatch & Doty, P.A.
1701 Highway A1A, Suite 220
Vero Beach, Florida 32963
(772) 234-4711

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03 JUL 25 PM 2: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Ira C. Hatch, Esq., Registered Agent

Dated: July 23, 2003

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