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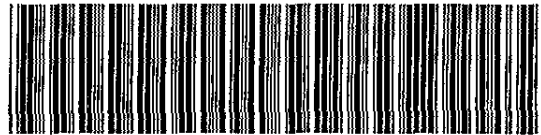
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04 JAN -5 PM 2:14

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-MELANIE E. FLEMMING

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Turf's Up Hydroseeding LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

William D. Schaefer
(Name of Person)

(Firm/Company)

6862 Papago Road
(Address)

Sarasota FL 34241
(City/State and Zip Code)

For further information concerning this matter, please call:

(Name of Person) at (941) 921-9719
(Area Code & Daytime Telephone Number)

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04 JAN -5 PM 2:14
TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
OF
TURF'S UP HYDROSEEDING, LLC**

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

ARTICLE I – NAME

The name of the limited liability company shall be Turf's Up Hydroseeding, LLC ("Company")

ARTICLE II – ADDRESS

The street address of the principal office of the Company shall be 6862 Papago Road, Sarasota, FL 34241.

ARTICLE III – DURATION

The Company shall commence its existence on the date of subscription of these articles of organization. The Company's existence shall be perpetual.

ARTICLE IV- REGISTERED OFFICE AND AGENT

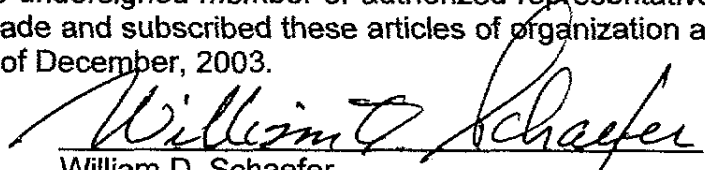
The name and street address of the registered agent of the Company in the State of Florida is William D. Schaefer, 6862 Papago Road, Sarasota, FL 34241.

ARTICLE V – MANAGEMENT

The Company shall be a member – managed company. The name and street address of the initial managing members who shall serve until a qualified successor is designated, shall be:

William D. Schaefer, 6862 Papago Road, Sarasota, FL 34241
Robert Miller, 3026 Arlington Street, Sarasota, FL 34239

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member of the Company has made and subscribed these articles of organization at Sarasota, Florida, on this 24 day of December, 2003.

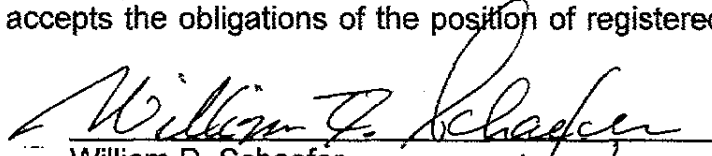


William D. Schaefer
Authorized Representative

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04 JAN -5 PM 2:10
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Turf's Up Hydroseeding, LLC 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.


William D. Schaefer
12/24/03

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