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January 23, 2002

Corporate Filings
Florida Dept. of State - Division of Corporations
409 East Gaines Street
Tallahassee FL 32399

Re: Kemiron Companies, Inc./Bay Breeze Turf, LLC
Our File No.: 012693.18000

900004794619--0
-01/24/02--01073--002
*****55.00 *****55.00

Dear Clerk:

We are enclosing an original and a copy of the Articles of Amendment to the Articles of Organization of Bay Breeze Turf, LLC, a Florida limited liability company, with our check for \$55.00 in payment of the filing fee and certified copy. We are also enclosing a self addressed envelope for return of the certified copy as acknowledgement of filing. If you have any questions or problems, please call us immediately. Our telephone number is 813-224-9000 and our return address is 101 East Kennedy Blvd., Suite 3200, Tampa, FL 33602. Thank you in advance for your assistance.

With kindest personal regards, I am

Very truly yours,

SALEM SAXON, P.A.

Evin L. Netzer

ELN/pa/jf

Enclosures

E:\CLKEM\BAYLETR\FI Dept State - amend LLC.doc

FILED
02 JAN 24 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"
FORM OF ARTICLES OF AMENDMENT

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
Bay Breeze Turf, LLC
A Florida limited liability company**

FIRST: The date of filing of the articles of organization was August 13, 1999

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Article IV shall be deleted and replaced with the following:

Article IV

MANAGEMENT

The limited liability company shall be managed by a manager.

Dated: December 31, 2001

Signature of a member or authorized representative of a member

SOLE MEMBER

Bay Breeze Farms, Inc., a Delaware corporation

By: Lawrence N. Hjersted
Lawrence N. Hjersted, P.E., President

FILED
02 JAN 24 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA