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ATTORNEYS AT LAW

100 Church Street
Kissimmee, Florida
34741

MURRAY OVERSTREET
R. STEPHEN MILES, JR.
JOHN B. RITCH
FRED H. CUMBIE, II

TELEPHONE: (407) 847-5151
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February 23, 2000

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*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Carlton Sod, Inc.
(Proposed corporate name – must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

| | | | |
|----------------------|-----------------------------|---|--|
| <u> X </u> \$70.00 | <u> </u> \$78.75 | <u> </u> \$122.50 | <u> </u> \$131.25 |
| Filing Fee | Filing Fee & Certificate | Filing Fee & Certified Copy (Additional Copy Required) | Filing Fee, Certified Copy & Certificate (Additional Copy Required) |

FROM: R. Stephen Miles, Jr.
Name (Printed or typed)

100 Church Street
Address

Kissimmee, FL 34741
City, State & Zip

(407) 847-5151
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles

FILED
00 FEB 25 PM 4: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
R-1 3/3/2000

ARTICLES OF INCORPORATION
OF

CARLTON SOD, INC.

FILED
00 FEB 25 PM 4: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Carlton Sod, Inc..

ARTICLE II - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 500, all of which shall be common shares having a par value of One Dollar (\$1.00).

ARTICLE IV - DURATION

This corporation shall have perpetual existence.

ARTICLE V - REGISTERED OFFICE

The corporation's principal/registered office and mailing address shall be at 100 Church Street, Kissimmee, FL 34741. The shareholders may from time to time designate such other post office address and place for the registered office of this corporation as they may see fit. The Registered Agent of the corporation shall be R. Stephen Miles, Jr., at said address.

ARTICLE VI - DIRECTORS

The business of the corporation shall be managed by the shareholders of the corporation rather than a Board of Directors.

ARTICLE VII - INCORPORATORS

The name and street address of the subscribers of these Articles of Incorporation are:

R. Stephen Miles, Jr.
100 Church Street
Kissimmee, FL 34741

ARTICLE VIII - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE IX - ACTION BY SHAREHOLDERS

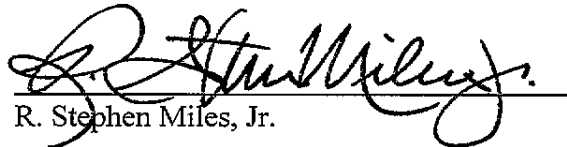
WITHOUT A MEETING

The shareholders of this corporation may take action by written consent as provided by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

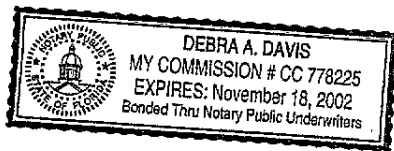
IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set his hand and seal this 23rd day of February, 2000, for the purpose of forming this corporation to do business both within and without the State of Florida, do make and file in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


R. Stephen Miles, Jr.

STATE OF FLORIDA

COUNTY OF OSCEOLA

Before me personally appeared R. Stephen Miles, Jr., to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed, on this 23rd day of February, 2000.



Debra A. Davis

Notary Public

My Commission Expires: 11/18/2002

ACCEPTANCE OF REGISTERED AGENT

I, R. Stephen Miles, Jr., having been named to accept service of process for Carlton Sod, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 100 Church Street, Kissimmee, FL 34741, hereby accepts to act as Registered Agent for said corporation, and agrees to comply with the provisions of the Florida Statutes, to keeping open said office, and upon whom process may be served.

R. Stephen Miles, Jr.
(Registered Agent)

FILED
00 FEB 25 PM 4: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA