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April 13, 2000

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

600003211256--1
-04/17/00-01118-002
*****70.00 *****70.00

Re: DIRT OF SARASOTA, INC.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation for the above named corporation to be filed with the Secretary of State, along with our check in the amount of \$70.00 to cover the filing fee. Please have the enclosed copy of the Articles stamped with a filing date, and return it to our office along with your cover letter providing the assigned document number. We do not need a certified copy.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

DOZIER & DOZIER


Thomas A. Dozier

FILED
00 APR 17 AM 8:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TAD:bap
Enclosures

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S. Thompson APR 24 2000

ARTICLES OF INCORPORATION OF
DIRT OF SARASOTA, INC.

FILED
00 APR 17 AM 8:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1. - NAME

The name of this corporation is DIRT OF SARASOTA, INC.

ARTICLE 2. - DURATION

The term of existence of the corporation is perpetual.

ARTICLE 3. - PURPOSE

This corporation is organized for the purpose of engaging in and transacting any and all activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE 4. - POWERS

This corporation shall have all of the powers enumerated in the Florida Business Corporation Act.

ARTICLE 5. - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase upon such price, terms and conditions as shall be fixed by the Board of Directors, shares of any class, kind or series of stock in this corporation that may, from time to time, be issued. Such preemptive rights shall apply to such shares whether such additional shares constitute a part of the shares

presently or subsequently authorized or constitute shares in the treasury of the corporation and shall be exercised in the ratio that the number of shares held by each stockholder at the time of issue bears to the total number of shares outstanding in the name of all stockholders.

ARTICLE 7. - PRINCIPAL OFFICE AND REGISTERED AGENT

The mailing address of the corporation is 7090 Fruitville Road, Sarasota, FL 34240, and the street address of the initial registered office of the corporation is 7090 Fruitville Road, Sarasota, FL 34240, and the name of the initial registered agent at such address is: Ray Claxton.

ARTICLE 8. - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

Ray Claxton
7099 Fruitville Road
Sarasota, FL 34240

Robert Strauss
3235 Gocio Road
Sarasota, FL 34235

ARTICLE 9. - INCORPORATORS

The names and addresses of the Incorporators are:

Ray Claxton
7099 Fruitville Road
Sarasota, FL 34240

Robert Strauss
3235 Gocio Road
Sarasota, FL 34235


ARTICLE 10. - CUMULATIVE VOTING

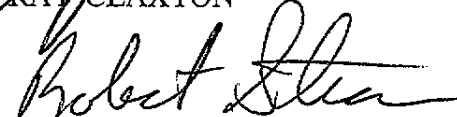
At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing the votes on the same principal among any number of the candidates.

ARTICLE 11. - AMENDMENT

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

The undersigned Incorporators have executed these Articles of Incorporation on the _____ day of February, 2000.



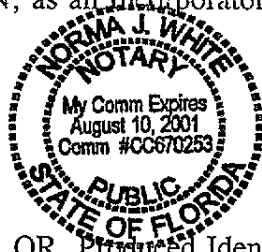
RAY CLAXTON



ROBERT STRAUSS

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 28th day of February, 2000, by RAY CLAXTON, as an Incorporator.

(SEAL)





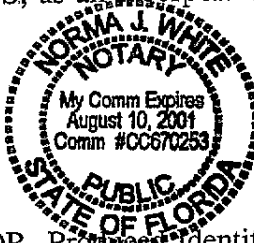
NORMA JEAN WHITE, Notary Public

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 28th day of February, 2000, by ROBERT STRAUSS, as an Incorporator.

(SEAL)




NORMA JEAN WHITE, Notary Public

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
DIRT OF SARASOTA, INC.

FILED
00 APR 17 AM 8:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: February 28, 2000.


RAY CLAXTON, Registered Agent