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Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

March 18, 1999

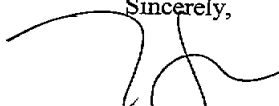
RE: R&D Sod of Florida Inc.

100004080931--0  
-04/26/01--01070--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir:

Please find enclosed my client Mr. Dye's application for incorporation. Please process the papers, accept the fee, and return a copy and confirmation to my office address above.

If you have any questions about this matter, you may write to my office address above.

Sincerely,  
  
Hank Paloci  
01 APR 26 AM 8:41  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. G. HESSEN APR 3 0 2000

# ARTICLES OF INCORPORATION

## R&D Sod of Florida, Inc.

**Article 1.** The name of this corporation shall be R&D Sod of Florida, Inc., and the street address of the initial principal office of this corporation shall be 700 G Road, LaBelle, FL 33935.

**Article 2.** This corporation shall have perpetual existence.

**Article 3.** This corporation is organized for the purpose of any and all lawful business associated with the purchase and sale of sod and organic materials.

**Article 4.** This corporation is authorized to issue five hundred (500) shares of \$1.00 par value common stock.

**Article 5.** The street address of the initial registered office of this corporation is 30 Hardee Street, LaBelle, FL 33935. The name of the initial registered agent of this corporation shall be Henry D. Paloci III.

**Article 6.** This corporation shall have one director initially. The number of directors may be increased or decreased pursuant to changes in the By-Laws, but there shall never be less than one director of this corporation. The name and address of the initial director of this corporation shall be Todd Dye, 700 G Road, LaBelle, FL 33935.

**Article 7.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

DULY WITNESSED, the undersigned subscriber has executed these Articles of Incorporation this day, 4-11-01.

Todd Dye

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

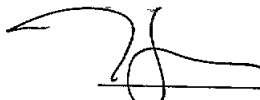
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FILED

STATE OF FLORIDA  
COUNTY OF HENDRY

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, Todd Dye appeared, personally known to me and known by me to be the person who executed these Articles of Incorporation; and he acknowledged before me that she executed these Articles of Incorporation.

DULY WITNESSED, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this day, 4-11-01

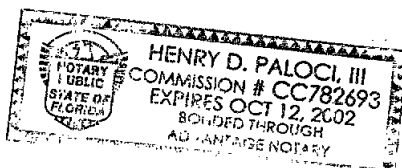


Notary Public

My Commission Expires:

FL DC

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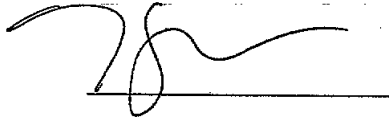


# ACCEPTANCE OF REGISTERED AGENT


STATE OF FLORIDA


COUNTY OF HENDRY

Before me, the undersigned authority, Henry D. Paloci III, appeared personally, known to me to be the person described in the foregoing Articles of Incorporation as the Resident Agent, and who hereby accepts said designation, and further states that the place of business where said Resident Agent shall accept service of papers on behalf of the corporation shall be 30 Hardee Street, LaBelle, FL 33935; and, she acknowledged before me that she executed that Acceptance freely and voluntarily and for the uses expressed herein.



SWORN TO and subscribed before me in the county and state aforesaid this 20<sup>th</sup> day of April, 2001.

 David B Shaw  
My Commission CC829192  
Expires April 22, 2003

  
Notary Public

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 APR 26 AM 8:41

FILED

My Commission Expires: