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EFFECTIVE DATE
5-30-02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 30 PM 4:38

Florida Turf & Ornamental Supply Co., Inc.
150 Industrial Park Road, Suite 16
Destin, FL 32541

May 28, 2002

Florida Department of State
Division of Corporations - New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Florida Turf & Ornamental Supply Co., Inc.

Dear Processing Agent,

Enclosed are:

- A. Articles of Incorporation in duplicate for Florida Turf & Ornamental Supply Co., Inc.
- B. Check #~~21652~~ for filing fees of \$78.75 (Seventy Eight and 75/100 Dollars.)

We request an effective incorporation date be June 1, 2002 or as soon thereafter as possible.

Please mail certification to:
Janet Gentry CPA
786 N. Beal Parkway
Fort Walton Beach, FL 32547

If you need additional information, kindly contact
Janet Gentry, C.P.A.

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at telephone number 850-863-0000 or
fax number 850-863-1702

Thank you,



Curtis Holder
Treasurer

Enclosures

- 1. Articles of Incorporation
- 2. Check

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**ARTICLES OF INCORPORATION
OF
FLORIDA TURF & ORNAMENTAL SUPPLY CO., INC.**

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ARTICLE I - NAME

The name of this corporation is Florida Turf & Ornamental Supply Co., Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing on the date of June 1, 2002 filing these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 300 shares of (\$5.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - TRANSFERABILITY OF SHARES

The transferability of all shares of stock in the Corporation shall be restricted in accordance with this Article VI. No shareholder nor any shareholder's heirs, executors or administrators shall sell, exchange, give, transfer, pledge, hypothecate or otherwise dispose of any shares in the Corporation or any interest in the shares except with the express written consent of other shareholders of the Corporation holding, in the aggregate, not less than one-half of all the outstanding shares of stock in the Corporation.

**ARTICLE VII - INITIAL PRINCIPAL OFFICE,
REGISTERED OFFICE AND AGENT:**

The street address of the initial principal office of the Corporation is:

Florida Turf & Ornamental Supply Co., Inc.
150 Industrial Park Road, Suite 16
Destin, FL 32541

The mailing address of the initial principal office of the Corporation is:

150 Industrial Park Road, Suite 16
Destin, FL 32541

The street address of the initial registered office of the Corporation is:

150 Industrial Park Road, Suite 16
Destin, FL 32541

The mailing address of the initial registered office of the Corporation is:

150 Industrial Park Road, Suite 16
Destin, FL 32541

The initial registered agent of the Corporation at that address is CURTIS HOLDER

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one(3) director initially. The number of directors may be either increased or diminished from time to time by the By-laws of the Corporation but shall never be less than one. The name of the initial directors of the Corporation are:

CURTIS HOLDER
TONY M. MEADE
JOSEPH AGUIRRE

their address is:

150 Industrial Park Road, Suite 16
Destin, FL 32541

ARTICLE IX - INCORPORATOR

The name of the person signing these articles is CURTIS HOLDER and his address is

150 Industrial Park Road, Suite 16
Destin, FL 32541

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal the By-laws of the Corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - SECTION 1244 STOCK

It is the intent of this charter that the Director may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XII - ORGANIZATIONAL COSTS

It is the intent of this charter that the Directors may utilize the benefits of amortizing their organizational costs per Internal Revenue Codes Section, over 60 months, and amortizing any start-up costs reclassified, pursuant to Section 195 into Section 248.

ARTICLE XIII - ACTION BY DIRECTORS WITHOUT A MEETING

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

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Acknowledgment of Registered Agent:

Having been named to accept service of process of the Corporation stated above, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48, Florida Statutes, relative to keeping open said office.

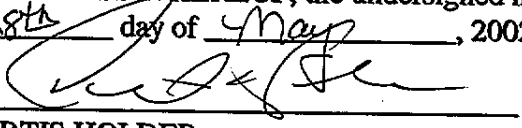


Registered Agent, CURTIS HOLDER



Incorporator, CURTIS HOLDER

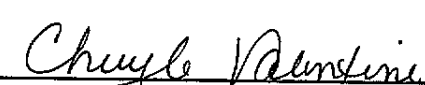
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 28th day of May, 2002



CURTIS HOLDER

STATE OF FLORIDA
COUNTY OF Okaloosa

The foregoing instrument was acknowledged before me this 28th day of May, 2002 by CURTIS HOLDER, Incorporator, of Florida Turf & Ornamental Supply Co., Inc. a Florida corporation, on behalf of the corporation. He is personally known to me or has produced Florida Driver's License Number _____ as identification and did take an oath.



Notary Public
Commission Number CC 812306

