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SECRETARY OF STATE
TALLAHASSEE, FLORIDA DIVISION OF CORPORATIONS

7-18-03
[Signature]

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Rolling Hills Dirt Company

Signature _____

Requested by: AW 7/18

Name _____

Date _____

Time _____

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☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

**ARTICLES OF INCORPORATION
OF
ROLLING HILLS DIRT COMPANY, INC.**

FILED
03 JUL 18 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is ROLLING HILLS DIRT COMPANY, INC. with a principal office and mailing address of 6945 SW St. Rd. 200 Ocala, FL 34476.

ARTICLE II - COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of the corporation is: 6945 SW St. Rd. 200 Ocala, FL 34476.. The name of its initial Registered Agent is MICHAEL J. COOPER, whose address is: 321 NW Third Avenue, Ocala, FL 34475.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director is:

Leonardo Martelli
6945 SW Highway 200
Ocala, FL 34476

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Michael J. Cooper
321 NW 3rd Ave.
Ocala, FL 34475

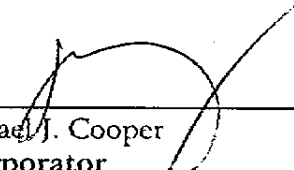
ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

ARTICLE IX - PRE-EMPTIVE RIGHTS

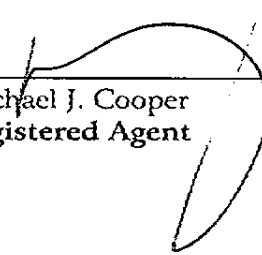
The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 17 day of July, 2003.



Michael J. Cooper
Incorporator

I, Michael J. Cooper, accept the office of Registered Agent. I am located at 321 NW 3rd Ave. Ocala, FL 34475, the registered office of this corporation.



Michael J. Cooper
Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was sworn to and acknowledged before me this 17 day of July, 2003, by Michael J Cooper, as Incorporator and as Registered Agent, who:

A) X is/are personally known to me OR

B) X did take an oath.



Signature of Notary Public

Print Name: ROBIN R. WHITE

AFFIX SEAL/EXPIRATION DATE:

