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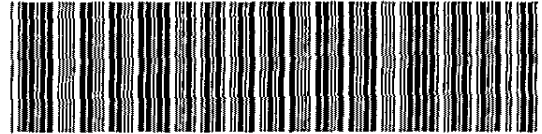
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA
04 JUN 29 PM 2:57

mc 429

Melanie A. McGahee

Attorney at Law

417 West Sugarland Highway Clewiston, Florida 33440

Telephone (863) 983-1677

Fax (863) 983-1973

June 28, 2004

Corporation Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

Re: Grassmaster Sod, Inc.

Sir or Madam:

In regard to the above styled incorporation, please find the Articles of Incorporation and Resident Agent form for filing with your office, together with my firm check in the amount of \$87.50 in payment of the following fees:

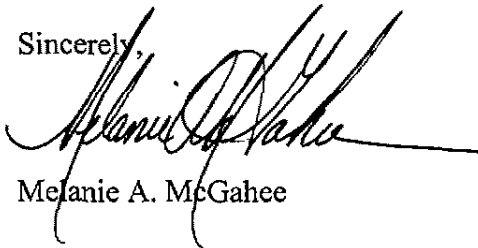
Filing Fee	\$ 35.00
Resident Agent Form	35.00
Certificate of Good Standing	8.75
Certified Copy of the Articles of Incorporation	<u>8.75</u>

TOTAL: \$ 87.50

We have included a self addressed, stamped envelope for your convenience in providing the certified copy of Articles of Incorporation to my office.

Thank you for your cooperation in this matter.

Sincerely,



Melanie A. McGahee

/MAM
Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
GRASSMASTER SOD, INC.

Article I - Name

The name of this corporation is GRASSMASTER SOD, INC.

Article II - Duration

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value non-assessable stock.

Article V - Amendments

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

Article VI - Initial Registered Office & Agent

The mailing address of this corporation is: 333 E. Osceola Avenue, Clewiston, Florida 33440. The street address of the principal place of business of this corporation is: 333 E. Osceola Avenue, Clewiston, Florida 33440. The name and street address of the initial registered agent of this corporation is: Matthew R. Hilyer, 333 E. Osceola Avenue, Clewiston, FL 33440.

Article VII - Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but never be less than one (1). The name of the initial directors of this corporation are:

Matthew R. Hilyer

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Matthew R. Hilyer
333 E. Osceola Avenue
Clewiston, Florida 33440.

Article IX - Powers

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

Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI - Action by Directors without a Meeting

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

Article XII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of June, 2004.



MATTHEW R. HILYER
Subscriber

STATE OF FLORIDA)
)
COUNTY OF HENDRY) ss:

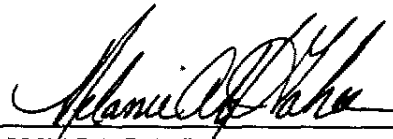
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, appeared MATTHEW R. HILYER who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 28th day of June, 2004.

(Seal)



Melanie A. McGahee
My Commission DD165617
Expires November 14, 2006



NOTARY PUBLIC
Printed Name: Melanie A. McGahee

My Commission expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM SERVICE MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

GRASSMASTER SOD, INC., desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at City of Clewiston, State of
Florida, has named MATTHEW R. HILYER, located at
 , Clewiston, Florida 33440, as its agent to accept service of process within
Florida.

GRASSMASTER SOD, INC.

SIGNATURE: _____

Matthew R. Hilyer

TITLE: Incorporator

DATE: June 28, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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.

SIGNATURE: _____

Matthew R. Hilyer

DATE: June 28, 2004

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