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DIVISION OF CORPORATIONS
STATE OF NEW YORK

THOMAS MONTGOMERY LAW OFFICE

ONE SOUTHEAST M. L. KING, JR. BLVD.
POST OFFICE BOX 1510
BELLE GLADE, FLORIDA 33430-6510

THOMAS MONTGOMERY
ATTORNEY AT LAW

PHONE 561-996-6317
FAX 561-992-8274

August 16, 2004

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

RE: Absolute Sod Plus, Inc.

Dear Sir:

Find the enclosed for filing.

Please provide my office with the Charter.

Your fee is enclosed.

Sincerely,



Thomas Montgomery, Esquire

TM:mcn

Enclosure

FILED
SECRETARY OF STATE
DIVISION
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ARTICLES OF INCORPORATION

of

ABSOLUTE SOD PLUS, INC.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida as the same may from time to time exist, certify as follows:

ARTICLE I - NAME

The name of this corporation is

ABSOLUTE SOD PLUS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation, together with its powers and purposes are as follows, to-wit:

- (a) To engage in every aspect and phase of the business of sodding, landscaping and irrigation.
- (b) Any business authorized under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Shares of common stock having a par value of Ten Dollars (\$10.00) per share. The issuing authority may issue shares of stock in exchange for property when in its opinion that the property has

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SECRETARY
DIVISION OF
PHOTO

the value of at least the equivalent of the consideration for said stock. Stock shall be issued only when fully paid and shall be non-assignable.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than Ten Thousand Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 5000 Torry Island Road, Belle Glade, Florida 33430. The corporation may from time to time move the principal address to any other address in Florida.

ARTICLE VII - MANAGEMENT

The affairs of this corporation shall be managed by its stockholders in the manner provided by the by-laws and in conformance with applicable Florida Statutes.

ARTICLE VIII - SUBSCRIBERS

The name and address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to

take, and the value of the consideration thereof are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
Brett Catone	P.O. Box 376 Belle Glade, FL 33430	30	\$300.00
John Miller, III	P.O. Box 367 Belle Glade, FL 33430	30	\$300.00
Deborah Jordan	P.O. Box 367 Belle Glade, FL 33430	30	\$300.00

ARTICLE IX - OFFICERS AND DIRECTORS

1. Until the first meeting of the stockholders, the regulation of the business and the conduct of the affairs of the corporation shall be performed by the following officers:

Brett Catone	President	P.O. Box 367 Belle Glade, FL 33430
John Miller, III	Vice President	P.O. Box 367 Belle Glade, FL 33430
Deborah Jordan	Secretary/Treasurer	P.O. Box 367 Belle Glade, FL 33430

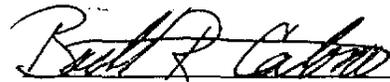
2. The corporation shall have at least one member of a Board of Directors who shall consist of the President. All other officers shall serve on the Board along with any other stockholders named by the stockholders. The Board shall not exceed 3 members.

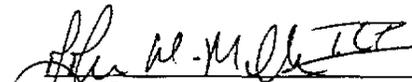
ARTICLE X - MISCELLANEOUS

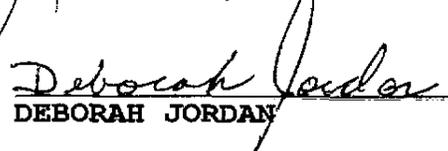
These Articles of Incorporation may be amended in the manner provided by law and in accordance with the provisions of the by-

laws, by the act of the stockholders represented a majority of the outstanding shares of the corporation entitled to vote.

IN CONSENT TO THE TERMS and conditions above, we have hereunto set our hands and seals this 16th day of August, 2004.

 (SEAL)
BRETT CATONE

 (SEAL)
JOHN MILLER, III

 (SEAL)
DEBORAH JORDAN

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **BRETT CATONE, JOHN MILLER, III and DEBORAH JORDAN**, known to be and known by me to be the persons or have produced Drivers Licenses as identification, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation and that they did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed

my official seal in the State and County aforesaid, this 16th
day of August, 2004.

Julie Zambory
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



JULIE ZAMBORY
MY COMMISSION # DD 297162
EXPIRES: March 27, 2008
Bonded Thru Budget Notary Services

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT **ABSOLUTE SOD PLUS, INC.**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF BELLE GLADE, COUNTY OF PALM BEACH, STATE OF FLORIDA, HAS NAMED THOMAS MONTGOMERY, ESQUIRE, LOCATED AT 1 SE M.L. KING, JR. BOULEVARD, BELLE GLADE, FLORIDA 33430, CITY OF BELLE GLADE, COUNTY OF PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Brett R. Catone

BRETT CATONE
President

8-16-04

DATE

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SECRETARY
DIVISION

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 PERFORMANCE OF MY DUTIES.

Deborah Jordan
(REGISTERED AGENT)

8-16-04
DATE