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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

kelly's sod, inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION OF KELLY'S SOD, INC.

I, Sterling Tillman, Guardian of Worthy Kelly, the undersigned incorporator of this corporation under Section 607.194, Florida Statutes, as amended, do hereby form this corporation and adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is KELLY'S SOD, INC.

ARTICLE II - PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

- A. To sell sod.
- B. To do any other business, which is lawful in the State of Florida.

ARTICLE III - DURATION OF CORPORATION

This corporation is to have perpetual existence commencing as of the date of filing and acknowledgment of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of no par value stock.

ARTICLE V - INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than One Thousand (\$1,000.00) Dollars.

ARTICLE VI - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares each has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Sterling Tillman, Guardian of Worthy Kelly	951 N.W. 27th Avenue Fort Lauderdale, FL 33311	100

ARTICLE VII - DIRECTORS

The initial number of directors of this corporation shall be one (1). The number of

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directors may either be increased or decreased from time to time by vote of the stockholders in conformity with the By-Laws of the corporation, but shall never be less than one (1).

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are:

NAME	ADDRESS
Sterling Tillman	951 N.W. 27th Avenue Fort Lauderdale, FL 33311

ARTICLE IX - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X - PREEMPTIVE RIGHTS

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

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 951 N.W. 27th Avenue, Fort Lauderdale, Florida, 33311, and the name of the initial Registered Agent of this corporation at that address is Stirling Tillman.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - ADDITIONAL RIGHTS AND POWERS

The corporation shall have the further right and power to:

A. From the time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation

except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

B. The corporation may, in its By-Laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

C. Both stockholders and directors shall have power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

D. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 27th day of November, 2004.

Stirling Tillman
Stirling Tillman, Guardian
of Worthy Kelly, President

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

SS:

BEFORE ME, the undersigned authority, personally appeared STIRLING TILLMAN, identified by FLA. Driver's License, to me known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purpose therein mentioned and set forth on the 27th day of November, 2004.



CLIFFORD B. HARK
MY COMMISSION # 00 258995
EXPIRES: January 7, 2008
Signed Thru Budget Notary Services

Clifford B. Hark
Notary Public, State of Florida
at Large

(SEAL)

My Commission Expires:
Commission Number: _____

TOTAL P.05

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**CERTIFICATE 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 KELLY'S SOD, INC., desiring to organize or qualify under the laws of the
State of Florida with its principal place of business in the State of Florida, has named STIRLING
TILLMAN, located at 951 N.W. 27th Avenue, Fort Lauderdale, Florida, 33311, as its agent to
accept service of process within Florida.

Signature: Stirling Tillman

STIRLING TILLMAN

Title: President

Date: November 27th, 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: Stirling Tillman
Stirling Tillman, Registered Agent

Date: November 27, 2004

corp/Kelly's Sod, Inc.

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