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Division of Corporations
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Florida Department of State
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From:

Account Name : PAPPAS METCALF JENKS & MILLER, P.A.
Account Number : 075452001655
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

JACKSONVILLE SOD COMPANY

Certificate of Status	0
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Page Count	04
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C.S. 1-19

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ARTICLES OF INCORPORATION
OF
JACKSONVILLE SOD COMPANY

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is Jacksonville Sod Company.

ARTICLE II
Principal Office

The principal office and mailing address of the corporation shall be 10961 Burnt Mill Road, Suite 621, Jacksonville, Florida 32256.

ARTICLE III
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV
Nature of Business

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

ARTICLE V
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$0.10 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or

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encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 245 Riverside Avenue, Suite 400, Jacksonville, Florida, 32202 and the name of the initial registered agent of this corporation at that address is Frank E. Miller.

ARTICLE VII
Directors

(a) Number. This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

Douglas V. Smiley
10961 Burnt Mill Road, Suite 621
Jacksonville, Florida 32256

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

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ARTICLE IX
Incorporator

The name and street address of the incorporator of this corporation is:

Frank E. Miller
245 Riverside Avenue, Suite 400
Jacksonville, Florida 32202

ARTICLE X
Amendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles the 17th day of January, 2005.

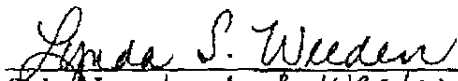


Frank E. Miller

STATE OF FLORIDA }
 } SS
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this 17th day of January, 2005, by Frank E. Miller.




(Print Name Lynda S. Weeden)
NOTARY PUBLIC
State of Florida at Large
Commission # DD362591
My Commission Expires: 10-14-2008

Personally known ✓
or Produced I.D. _____
[check one of the above]
Type of Identification Produced _____

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**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:

JACKSONVILLE SOD COMPANY DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS IN
THE CITY OF JACKSONVILLE, STATE OF FLORIDA, HAS NAMED FRANK E. MILLER,
LOCATED AT 245 RIVERSIDE AVENUE, SUITE 400, JACKSONVILLE, FLORIDA 32202, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


FRANK E. MILLER

Dated: January 17, 2005

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.


FRANK E. MILLER

Dated: January 17, 2005

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05 JAN 19 PM 8 50
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

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