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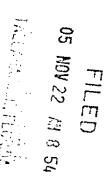
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BURKE L. RANDA, P.A.

ATTORNEY AT LAW

800 Westwood Square, Ste. A West Highway 426 Oviedo, Florida 32765 Phone No.: (407) 365-4300 Fax No.: (407) 365-1333

November 18, 2005

Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re: Two New Filings - Corporations

Dear Secretary of State:

Please find enclosed Articles of Incorporation for Flagship Distributors, Inc., Articles of Incorporation for Alamar Turf, Inc., a change of fictitious name registration and a check for \$207.50. Please process these new corporations, file the fictitious name transfer and return a certified copy of the incorporations to this office.

Thank you for your assistance and should you have any questions, please feel free to contact me.

Sincerely,

Burke L. Randa

I, the undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

ALAMAR TURF, INC.

The Principle place of business of this corporation shall be 3310 Ohio Avenue, Sanford, Florida 32773.

ARTICLE II

This Corporation is organized for the purpose of owning and operating a commercial and residential landscaping and agricultural nursery, and to engage in any activity permitted under the laws of the United States and the laws of the State of Florida.

The Corporation shall so everything necessary and proper in accomplishing the purposes set forth above and to do anything incidental thereto which is not forbidden under the laws of the United States and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share. Shares of the Corporation's stock shall be issued only in compliance with subchapter S of the Internal Revenue Code regarding corporations.

ARTICLE IV

The Corporation shall have a perpetual existence.

ARTICLE V

The street address of the initial registered office of the corporation is 3310 Ohio Avenue, Sanford, Florida 32773 and the name of the initial registered agent is Wayne Martin.

ARTICLE VI

The Corporation shall have three Directors initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less then one. The names and addresses of the initial Directors of this corporation are:

Wayne Martin 3310 Ohio Avenue Sanford, Florida 32773

Robert Martin 3310 Ohio Avenue Sanford, Florida 32773

Michael Martin 3310 Ohio Avenue Sanford, Florida 32773

Sherry Martin 3310 Ohio Avenue Sanford, Florida 32773

ARTICLE VII

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

Wayne Martin 3310 Ohio Avenue Sanford, Florida 32773

ARTICLE VIII

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President:

Wayne Martin

3310 Ohio Avenue Sanford, Florida 32773

Vice-President:

Robert Martin

3310 Ohio Avenue Sanford, Florida 32773

Vice-President:

Michael Martin

3310 Ohio Avenue Sanford, Florida 32773

Secretary:

Sherry Martin 3310 Ohio Avenue

Sanford, Florida 32773

ARTICLE IX

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

ARTICLE X

The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors of this corporation.

ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this revocation.

I, the Incorporator of this Corporation, have executed these Articles of Incorporation on this ______ day of November, 2005.

Wayne Martin

STATE OF FLORIDA COUNTY OF SEMINOLE

Before me personally appeared Wayne Martin, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed and who produced a drivers license as identification and who did take an Oath.

Witness my hand and official seal this ______ day of November, 2005.

Notary Public, State of Florida



DESIGNATION OF REGISTERED AGENT

ALAMAR TURF, INC. desiring to organize under the laws of the State of Florida, with its principle office indicated in the Articles of Incorporation, at Sanford, Florida, has and does by these presents name Wayne Martin, as its registered agent to accept service of process within this State at 3310 Ohio Avenue, Sanford, Florida 32773.

ACCEPTANCE OF DESIGNATION OF REGISTERD AGENT

Having been named to accept service of process of the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

Dated this $1 + \frac{1}{2}$ day of November, 2005.