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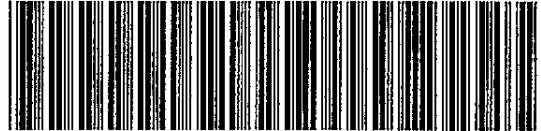
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06 MAR 13 PM 3:01

RECEIVED
SECRETARY OF ALL
DIVISIONS OF CONSTITUTIONS

B. McKnight MAR 13 2006

RONALD K. LANTZ

ATTORNEY AT LAW

**FLAGLER SQUARE
1850 FOREST HILL BLVD., SUITE 101
WEST PALM BEACH, FLORIDA 33406
TELEPHONE: (561) 966-5447
FACSIMILE: (561) 966-3565**

March 1, 2006

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

Re: Articles of Incorporation
S & C Sod, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of S & C SOD, INC. and Certificate of Designation of Registered Agent/Registered Office together with this firm's trust account check in the amount of \$78.75 for filing fees and one certified copy. Please return the Certificate of Incorporation and one certified copy of the Articles of Incorporation to this office once same is duly filed.

Thank you for your assistance in this matter.

Sincerely,



Ronald K. Lantz

RKL/kw
Enclosures

ARTICLES OF INCORPORATION
OF
S & C SOD, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR 13 PM 3:01

ARTICLE I - NAME

The name of this corporation is S & C Sod, Inc. The principal place of business shall be at 621 SW Treasure Cove, Port St. Lucie, FL 34986.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation shall be 1850 Forest Hill Blvd., Suite 101, West Palm Beach, FL 33406, and the name of the initial registered agent of this corporation at such office shall be Ronald K. Lantz, Esquire, who upon accepting this designation agrees to comply with the provisions of §48.091, Florida Statutes, as amended from

time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders as provided for in the By-Laws, but in no case shall the number of directors be less than one (1) nor more than nine (9).

The name and address of the director constituting the initial Board of Directors of this corporation is:

| <u>Name</u> | <u>Address</u> |
|-------------------------------|--------------------------------------------------|
| Director – Jonathan Lallement | 621 SW Treasure Cove Port St. Lucie, FL 34986 |

ARTICLE VII - INCORPORATORS

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

| <u>Name</u> | <u>Address</u> |
|--------------------|--------------------------------------------------|
| Jonathan Lallement | 621 SW Treasure Cove Port St. Lucie, FL 34986 |

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or Incorporator to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: S & C Sod, Inc.
2. The name and address of the registered agent and office is:

Ronald K. Lantz, Esquire
Attorney at Law
Flagler Square - Suite 101
1850 Forest Hill Boulevard
West Palm Beach, FL 33406

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Ronald K. Lantz, Esquire

Signature: _____

Ronald K. Lantz, Esquire

Dated: _____

2/27/06

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
06 MAR 13 PM 3:01

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 24 day of February, 2006.

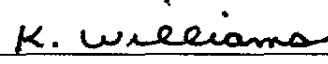


JONATHAN LALLEMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of S & C Sod, Inc., were acknowledged before me by Jonathan Lallement, as Incorporator, who is personally known to me or produced _____, as identification, this 24 day of February, 2006.



Notary Public, State of Florida
My commission expires:

