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TALLAHASSEE, FLORIDA

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EFFECTIVE DATE

8-105



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

September 14, 2005

DALE DAVIDSON  
411 GORDON AVENUE  
ALEXANDER & VANN, LLP  
THOMASVILLE, GA 31792

SUBJECT: SOUTHERN AG & TURF, L.L.C.  
Ref. Number: L00000004247

We have received your document for SOUTHERN AG & TURF, L.L.C. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 105A0005678

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LAW OFFICES  
ALEXANDER & VANN, LLP  
411 GORDON AVENUE  
THOMASVILLE, GEORGIA 31792  
(229) 226-2565  
TELECOPIER (229) 228-4962  
davidson@alexandervann.com

August 31, 2005

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

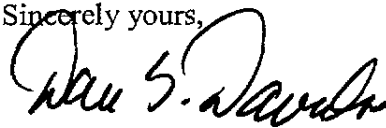
Re: GreenSouth Equipment, Inc. and Southern Ag & Turf, LLC

To Whom It May Concern:

I am enclosing the following document for filing: Articles of Merger of GreenSouth Equipment, Inc., a Georgia corporation, and Southern Ag & Turf, LLC, a Florida limited liability company. I have enclosed our firm check in the amount of \$78.75 to cover the filing fee of \$35.00 per entity plus \$8.75 for a certified copy of these Articles of Merger. After filing of these Articles of Merger, please forward the certified copy to me at the address above.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely yours,



Dale S. Davidson

pmw  
encl.

cc: Kim B. Jones (w/enclosures)

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TALLAHASSEE, FLORIDA

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TELECOPIER (229) 228-4962  
davidson@alexandervann.com

September 19, 2005

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314  
ATTN: Tammi Cline

RE: Southern AG & Turf, LLC

Dear Ms. Cline:

I am returning the enclosed Articles of Merger by and between GreenSouth Equipment, Inc. and Southern Ag & Turf, LLC, effective September 1, 2005, received in the offices of the Florida Secretary of State, Division of Corporations, on August 31, 2005. This document was Federal Expressed to your offices on August 31, 2005 with an effective filing date on September 1, 2005 set forth in Article VI. Your letter states "The effective date must be specific and cannot be prior to the filing date." I respectfully submit that these Articles of Merger were timely filed with a specific date and therefore are entitled to be filed with the Secretary of State effective September 1, 2005. Please file these Articles of Merger effective September 1, 2005 and return a marked copy to me in the envelope enclosed. Please note that we had previously sent to the Secretary of State the applicable filing fees which were not returned to us with the Articles of Merger so no additional filing fee is needed.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely yours,



Dale S. Davidson

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TALLAHASSEE, FLORIDA

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Dsd  
encl.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 14, 2005

DALE DAVIDSON  
411 GORDON AVENUE  
ALEXANDER & VANN, LLP  
THOMASVILLE, GA 31792

SUBJECT: SOUTHERN AG & TURF, L.L.C.  
Ref. Number: L00000004247

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Tammi Cline  
Document Specialist

Letter Number: 105A00056786

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TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER OF  
GREENSOUTH EQUIPMENT, INC.  
A GEORGIA CORPORATION,  
AND  
SOUTHERN AG & TURF, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

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600-4247

Pursuant to Section 608.4382, (F.S.2005), GreenSouth Equipment, Inc., a Georgia corporation authorized to conduct business in the State of Florida, hereby files these Articles of Merger and sets forth the following:

I

The name and state of each entity which is merging is: (1) GreenSouth Equipment, Inc., a Georgia corporation; and (2) Southern Ag & Turf, LLC, a Florida limited liability company.

II

The name of the surviving corporation is GreenSouth Equipment, Inc., a Georgia corporation.

III

That Plan of Merger was duly approved by Southern Ag & Turf, LLC in accordance with the applicable provisions of Chapter 608, (F.S. 2005). The Plan of Merger is on file at the principal place of business of the surviving corporation, GreenSouth Equipment, Inc., a Georgia corporation, having a physical address of 12793 Highway 19 South, Thomasville, Georgia 31757.

IV

That a copy of the Plan of Merger will be furnished by the surviving corporation, GreenSouth Equipment, Inc., a Georgia corporation, on request and, without cost, to any party to the merger or whose shares are involved in the share exchange.

V

The Plan of Merger was duly approved by unanimous consent of the members of Southern Ag & Turf, LLC at a duly called meeting for that purpose on August 26, 2005 and did not require approval by the shareholders of GreenSouth Equipment, Inc., a Georgia corporation.

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TALLAHASSEE, FLORIDA  
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VI

Pursuant to the Agreement and Plan of Merger, the merger of GreenSouth Equipment, Inc., a Georgia corporation and Southern Ag & Turf, LLC shall be effective September 1, 2005.

VII

The street address and number of the principal office of the surviving corporation, GreenSouth Equipment, Inc., a Georgia corporation is 12793 Highway 19 South, Thomasville, Georgia 31757.

VIII

The surviving corporation, GreenSouth Equipment, Inc., a Georgia corporation is deemed to have appointed the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of Southern Ag & Turf, LLC.

IX

The surviving corporation, GreenSouth Equipment, Inc., has agreed to promptly pay to any dissenting member of Southern Ag & Turf, LLC, the amount, if any, to which a dissenting member is entitled under section 608.4384 (F.S. 2005).

GREENSOUTH EQUIPMENT, INC., a Georgia corporation

By: Kim B. Jones  
Kim B. Jones, President

Attest: Thomas S. Jones, Jr.  
Thomas S. Jones, Jr., Secretary

[CORPORATE SEAL]

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TALLAHASSEE, FLORIDA

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SOUTHERN AG & TURF, LLC, a Florida  
limited liability company

By: *Lane W. Smith*  
Lane W. Smith, Managing Member

By: *Arlie Smith*  
Arlie Smith, Managing Member

By: *H. Wesley Smith*  
H. Wesley Smith, Managing Member

By: *Henry M. Marshall*  
Henry M. Marshall, Managing Member

By: *Keith Marshall*  
Keith Marshall, Managing Member

[COMPANY SEAL]

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