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Law Office

Jones and Welch, P.A.

703-5 South Palafox Place

Post Office Box 12605

Pensacola, Florida 32574-2605

Telephone (904) 432-7604

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J. Pickett Jones 1870-1893

C. Moreno Jones 1885-1938

Robert A. Sims 1962-1974

J. McHenry Jones 1923-1993

John P. Welch

March 31, 1997

State of Florida
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Dissolution
Southern Turf Supply, Inc.

Dear Sir:

Enclosed herewith please find the Articles of Dissolution of the corporation: SOUTHERN TURF SUPPLY, INC.

In addition, please find enclosed my firm's check in the amount of \$87.50 to cover the filing fee as well as a certified copy of the Articles of Dissolution.

If you should have any questions or concerns regarding this matter, please do not hesitate to contact me.

I am,

Very truly yours,

John P. Welch

JOHN P. WELCH

JPW/mls
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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John P. Welch*

April 7, 1997

State of Florida, Secretary of State
Division of Corporations
Attn: Velma Shephard
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Dissolution
Southern Turf Supply, Inc.

Dear Velma:

As per your instructions, enclosed are copies of the Special Meeting of the Board of Directors and Special Meeting of the Stockholders concerning the dissolution of the above-referenced corporation.

If you should have any additional questions regarding this matter, please do not hesitate to contact our office.

I am,

Very truly yours,

Meredith Solberg
Meredith Solberg, Secretary
for JOHN P. WELCH

JPW/mls
Enclosures

ARTICLES OF DISSOLUTION

SOUTHERN TURF SUPPLY, INC., a Florida corporation, has determined in accordance with law that such corporation be dissolved, and represents to the State of Florida, Division of Corporations, as follows:

A. The name of the corporation is SOUTHERN TURF SUPPLY, INC.

B. The names and respective addresses of its officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Marcia E. Brazil	President	2601 North 12th Avenue Pensacola, FL 32503
Lisa Ward	Secretary	3001 Copter Road Pensacola, FL 32514

C. The names and respective addressed of its Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marcia E. Brazil	2601 North 12th Avenue Pensacola, FL 32503
Lisa Ward	3001 Copter Road Pensacola, FL 32514

D. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for them.

E. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests (or no property remains for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation.

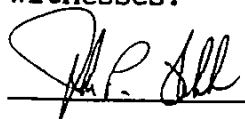
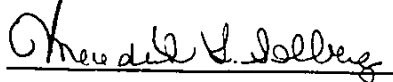
F. There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against the

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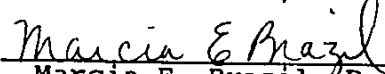
corporation in any pending action.)

G That the corporation elected to dissolve by act of the corporation and attached hereto are certified extracts from the minutes of a special meeting of the Board of Directors held on March 17, 1997, and minutes of a special meeting of Stockholders held on March 17, 1997, providing for dissolution of the corporation.

Witnesses:

SOUTHERN TURF SUPPLY, INC.

BY: 
Marcia E. Brazil, President

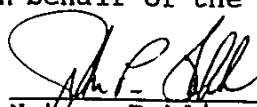
ATTEST:


Lisa Ward, Secretary

STATE OF FLORIDA

ESCAMBIA COUNTY

The foregoing instrument was acknowledged before me this 21st day of March, 1997, by MARCIA E. BRAZIL and LISA WARD, President and Secretary, respectively, of SOUTHERN TURF SUPPLY, INC., a Florida corporation, on behalf of the corporation, and both are personally known to me.


Notary Public
State of Florida at Large
TYPE or PRINT NAME
My Commission Expires:



JOHN P. WELCH
MY COMMISSION # CC 421415 EXPIRES
January 19, 2000
FORGED THRU FISHER-BROWN, INC.

SPECIAL MEETING OF BOARD OF DIRECTORS
OF SOUTHERN TURF SUPPLY, INC.

A special meeting of the Board of Directors of SOUTHERN TURF SUPPLY, INC., was called and held pursuant to Waiver of Notice given in accordance with the By-Laws of the corporation and the laws of the State of Florida, at Jones and Welch, P.A., 703-5 South Palafox Street, Pensacola, FL 32501, at 9:00 AM on the 17th day of March, 1997. The President called the meeting to order. Upon roll call, the following directors were found to be present: Marcia E. Brazil and Lisa Ward. The President announced that a quorum was present.

Upon motion duly made and carried, the Board dispensed with the reading of the minutes of the last meeting.

The President announced that the corporation had recently redeemed the shares of stock in the corporation owned by Hugh Wright, who also resigned as an officer and director of the corporation. Therefore, all of the shares of stock of the corporation are now owned by Philip Properties Partnership, a Florida general partnership.

The President announced that one of the purposes of the meeting was to elect officers to serve until the next annual or special meeting of the stockholders. Thereupon, Marcia E. Brazil was elected to serve as President and Lisa Ward as Secretary until the next annual or special meeting of the Stockholders.

The President announced that one of the purposes of the meeting was to consider the dissolution of the corporation and the distribution of all of its assets to its stockholders within one

(1) calendar month from April 1, 1997. After some discussion, the following resolution was proposed and, upon motion duly made and seconded, unanimously adopted.

BE IT RESOLVED that SOUTHERN TURF SUPPLY, INC., shall completely liquidate in accordance with the following plan:

1. That the company shall completely liquidate within a one (1) calendar month period from and after April 1, 1997 and shall distribute all of the assets of the company, in complete liquidation (less assets retained to meet any claims), to the stockholders of record as of the date of adoption of this resolution, on or before April 30, 1997, less such amounts as may be required to meet claims, current liabilities, operating costs and costs of liquidation, and other expenses which may have been or may be incurred by the corporation up to and including the date of final distribution of assets and, on or before April 30, 1997, in cash or in kind, all assets which have not been previously distributed then be distributed (less any reserve established for claims), and such liquidation shall be conducted in full compliance with the requirements of the Internal Revenue Code.

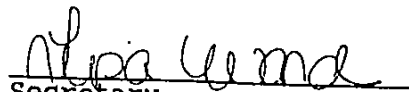
2. The President may establish a reserve, as authorized by the Internal Revenue Code, to meet claims against the company in such amount as appears to the President as to be reasonable and proper.

3. That the Company be dissolved on or before April 30, 1997, and the appropriate officers specified in Chapter 607, Florida Statutes, be authorized to take necessary action and execute necessary instruments required to dissolve the said

Corporation, and such officers shall file all necessary reports with respect to the plan of dissolution of the Company as may be required by the Internal Revenue Code.

Upon motion duly made, seconded and carried, a Special Meeting of the Stockholders for the above purposes was called for at 10:00 AM on March 17, 1997, and the Secretary was instructed to give notice or obtain waivers of notice of such meeting.

There being no further business to be transacted, on motion duly made, seconded and carried, the meeting was adjourned.


Secretary

MINUTES OF A SPECIAL MEETING OF THE STOCKHOLDERS
OF SOUTHERN TURF SUPPLY, INC.

A special meeting of the Stockholders of SOUTHERN TURF SUPPLY, INC., was called and held at Jones and Welch, P.A., 703-5 South Palafox Street, Pensacola, FL 32501, at 10:00 AM on the 17th day of March, 1997, pursuant to call, notice and waivers.

The President, Marcia E. Brazil, called the meeting to order and directed the Secretary to read the notice of the meeting. The President directed the Secretary to call the roll and announce the amount of stock present in person and in proxy. The Secretary announced that out of a total of 100 shares of common stock issued and outstanding, 100 shares were represented in person and by proxy. The President announced that a quorum was present.

The reading of the last meeting was waived.

The President stated the purposes of the meeting were stated in the Notice, a copy of which had been furnished to each of the Stockholders.

The President further stated that the corporation had not had a meeting of its stockholders since February 16, 1994.

The President advised that directors should be elected at this meeting and nominations were in order.

After discussion, the following individuals, to wit: Marcia E. Brazil and Lisa Ward were elected directors to serve until the next annual or special meeting of the Board of Directors and under their successors were elected and qualified by the following vote:

<u>Name</u>	<u>For</u>	<u>Against</u>
Marcia E. Barzil	49	-0-
Linda Ward	51	-0-

The President stated that the Board of Directors on March 17, 1997, had adopted a resolution relating to the other matters to be considered stated in the Notice.

She further stated that in order to dispose of the properties of the Company and liquidate, the Stockholders must approve a plan of liquidation. After some discussion, the following resolution was proposed and upon motion duly made and seconded, was adopted by a vote of 100 shares for the adoption and -0- shares against the adoption.

BE IT RESOLVED that SOUTHERN TURF SUPPLY, INC., shall completely liquidate in accordance with the following plan:

1. That the Company shall completely liquidate within a one (1) calendar month period from and after April 1, 1997, and shall distribute all of the assets of the Company, in complete liquidation and (less assets retained to meet any claims) to the stockholders of record as of the date of adoption of this resolution, on or before April 30, 1997, less such amounts as may be required to meet claims, current liabilities, operating costs and costs of liquidation, and other expenses which may have been or may be incurred by the corporation up to and including the date of final distribution of assets and, on or before April 30, 1997, in cash or in kind, all assets which have not been previously distributed then be distributed (less any reserve established for claims), and such liquidation shall be conducted in full compliance

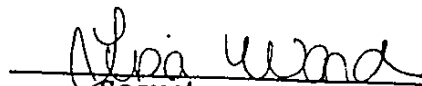
with the requirements of the Internal Revenue Code.

2. The President may establish a reserve, as authorized by the Internal Revenue Code, to meet claims against the Company in such amount as appears to the President as to be reasonable and proper.

3. That the Company be dissolved on or before April 30, 1997, and the appropriate officers specified in Chapter 607, Florida Statutes, be authorized to take necessary action and execute necessary instruments required to dissolve the said Corporation, and such officers shall file all necessary reports with respect to the plan of dissolution of the Company as may be required by the Internal Revenue Code.

This Resolution shall take effect this March 17, 1997.

The President stated that there was no further business before the meeting, and upon motion duly made, seconded and unanimously carried, it adjourned.


Secretary