

RAFOOL & RAFOOL, P.A.
ATTORNEYS AND COUNSELORS AT LAW

Brandon J. Rafool
Raymond J. Rafool, II
David E. Stamey, Jr.



Post Office Box 7286
Winter Haven, Florida 33883-7286
Telephone: (863) 299-3339
Telecopier: (863) 295-9702

1519 Third Street, S.E.
Winter Haven, Florida 33880
www.rafool.com

P94000010203

May 17, 2000

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Annual Report Filings
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

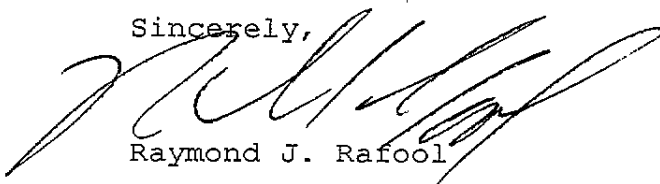
Re: R & G Sod Farms, Inc.

Dear Sir/Madam:

Enclosed please find check number 1015 in the amount of \$35.00 for filing the Statement of Change of Registered Agent for a corporation for R & G Sod Farms, Inc.

Thank you and if I can be of further assistance, please do not hesitate to contact me.

Sincerely,



Raymond J. Rafool

RJR/jh

Enclosure

cc: Client

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00 MAY 22 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

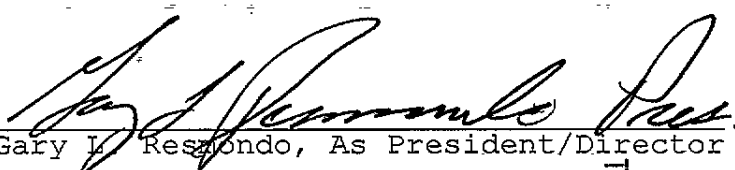
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STATEMENT OF CHANGE OF REGISTERED AGENT FOR CORPORATION

Pursuant to the provisions of § 607.0502, Fla.Stat. the undersigned corporation organized under the laws of the state of Florida submits the following statement in order to change its registered agent, in the state of Florida.

1. The name of the corporation: R & G Sod Farms, Inc.
2. The mailing address of the corporation is: Post Office Box 869, Lake Wales, Florida 33859-0869.
3. Date of incorporation: January 31, 1994.
4. Document number: P94000010203.
5. The name and address of the current registered agent and office: C.B. Myers, III, Esquire, 130 East Central Avenue, Lake Wales, Florida, 33853.
6. If applicable, the name of the new registered agent: Raymond J. Rafool, II, Esquire
Rafool & Rafool, P.A.
7. If applicable, the (new) street address of the (new) registered agent: 1519 Third Street, S.E, Winter Haven, Florida 33880.
8. The street address of the corporation's registered office and the business office of its registered agent, as changed, will be identical.
9. Such change was authorized by resolution duly adopted by the board of directors or by an officer so authorized by the board.
10. The change will be effective upon filing.

Date: May 15, 2000.

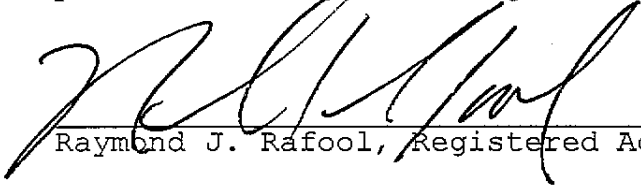

Gary L. Reszondo, As President/Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Raymond J. Rafool, Registered Agent

5/17/00
Date