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P950000/6889

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE
FLORITURF SOD INC.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$60.00

A. LUNT

JAN 13 2010

EXAMINED

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Articles of Merger
For
Florida Profit or Non-Profit Corporation

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TALLAHASSEE, FLORIDA

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The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Floriturf Sod, Inc.	Florida	Corporation
Ft. McCoy Land LLC	Florida	LLC L03-42991

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Floriturf Sod, Inc.	Florida	Corporation P95-16889

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

N/A

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:


a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

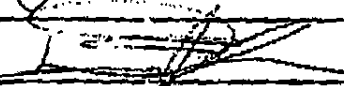
b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Floriturf Sod, Inc.		Donald E. Johnson, Pres.

Ft. McCoy Land LLC		Donald E. Johnson,
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Ft. McCoy Land LLC		Nancy K. Johnson,
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Corporations:

General Partnerships:

Florida Limited Partnerships:

Non-Florida Limited Partnerships:

Limited Liability Companies:

Chairman, Vice Chairman, President or Officer,
(If no directors selected, signature of incorporator.)
Signature of a general partner or authorized person
Signatures of all general partners
Signature of a general partner
Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

*
* * see attached

* Individually and as Trustee for Donald E. Johnson Revocable Living Trust,
dated 8/4/98 as managing member.

** Individually and as Trustee for Nancy K. Johnson Revocable Living Trust,
dated 8/4/98 as managing member.

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Floriturf Sod, Inc.	Florida	Corporation
Ft. McCoy Land LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Floriturf Sod, Inc.	Florida	Corporation

THIRD: The terms and conditions of the merger are as follows:

The assets of both entities shall be solely owned by the surviving party,
Floriturf Sod, Inc. The debts of both entities shall be the sole responsibility of the
surviving party, Floriturf Sod, Inc. Donald E. Johnson and Nancy K. Johnson shall
be the sole shareholders of the surviving party, Floriturf Sod, Inc. and shall hold
100 shares of stock. All shares of stock and membership units previously issued
shall be cancelled.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

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(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Donald E. Johnson and Nancy K. Johnson, individually and in their

representative capacity, shall surrender the membership units in

Ft. McCoy, LLC and shares in Floriturf Sod, Inc. which they currently hold

and they shall be cancelled. Therefore, the surviving party shall issue

100 shares to Donald E. Johnson and Nancy K. Johnson who shall own

them as Tenants by the Entireties.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

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(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

The articles of incorporation and bylaws of the surviving party are restated, exp
set forth herein.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

The officers and directors of the surviving party shall be

Donald E. Johnson, President and Nancy K. Johnson Vice-president and

Secretary/treasurer.

(Attach additional sheet if necessary)

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