

p9500000000441
Walter L. Brewer

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March 6, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: J & J Sod, Inc.

Dear Sir:

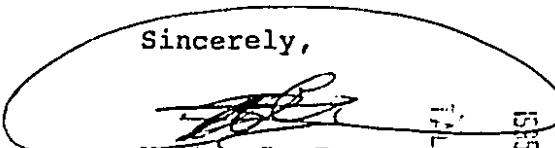
Enclosed please find the original and one copy of Articles of Incorporation and original Certificate Designating Registered Agent for the above named corporation. Please approve and file the original Article and Certificate and certify the enclosed copy and return same to me.

Enclosed is my check made payable to Secretary of State in the amount of \$122.50, for the following charges:

Filing fee	\$ 35.00
Filing Registered Agent Certificate	35.00
Certified Copy	<u>52.50</u>
For a total of	\$122.50

Thank you in advance for your assistance, for now I remain

Sincerely,


Walter L. Brewer

WLB/jc

enclosure

155 MAR 10 PM 3:00
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
J & J SOD, INC.

FILED

1955 MAR 10 PM 3:00

TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I - NAME

The name of this corporation shall be:

J & J SOD, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III - PURPOSES AND POWERS

This corporation is organized for the purpose of cultivating, harvesting, and marketing sod and supplying sod related services in the State of Florida and to engage in every aspect and phase of related business and to transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, and may be paid in whole or in part by cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation with a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PRE-EMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustment to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that may hereafter from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right shall be deemed waived by any holder of common stock who does not exercise it and pay for the stock pre-empted within 30 days of receipt of a notice in writing from the corporation inviting him to exercise the right.

ARTICLE VI - INITIAL CORPORATE ADDRESS
AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3250 N.W. Pearce Avenue, Arcadia, Florida 33821. The mailing address of this corporation is 3250 N.W. Pearce Avenue, Arcadia, Florida 33821. The name of the initial Registered Agent of this corporation at that address is: James L. Myers.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the by-laws. The name and address of the initial directors of this corporation are:

James L. Myers	3250 N.W. Pearce Avenue Arcadia, Florida 33821
Jesus Contraus	3250 N.W. Pearce Avenue Arcadia, Florida 33821

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of this corporation is:

James L. Myers	3250 N.W. Pearce Avenue Arcadia, Florida 33821
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ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer, director or employee of the corporation or any former officer, director or employee of the corporation to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE X - AMENDMENT

Unless otherwise set forth herein, the corporation reserves the right, in accordance with the Florida General Corporation Act, to amend, alter, modify, or repeal a provision or provisions contained in these Articles of Incorporation or any amendment hereto.

DATED this 7th day of March, 1995.

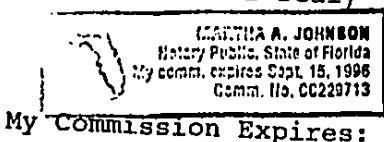
James L. Myers
James L. Myers

STATE OF FLORIDA

COUNTY OF DESOTO

The foregoing Articles of Incorporation were executed before me by James L. Myers who is personally known to me to be the person described in and who executed the same this 7th day of March, 1995.

(Affix Notarial Seal)



Martha A. Johnson
Notary Public, State of Florida at
Large

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In accordance with Section 48.091, Florida Statutes the following is submitted in compliance with said Act.

1. That J & J SOD, Inc., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at the City of Arcadia, County of DeSoto, State of Florida, has named James L. Myers, of 3250 N.W. Pearce Avenue, Arcadia, Florida 33821, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

James L. Myers
James L. Myers

FILED
1985 MAR 10 PM 3:00
FLORIDA, INCORPORATION
DEPARTMENT OF STATE