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J. STEPHEN PULLUM
MARYDETH L. PULLUM

POST OFFICE BOX 482160
SUITE 701 FIRST FAMILY OAKS
1330 W. CITIZENS BLVD.
LEESBURG, FLORIDA 34749-2100
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May 1, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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05/04/95--01000--005
***122.50 ***122.50

Re: MILL CREEK SOD, INC.

Gentlemen:

Find enclosed our firm's check in the amount of \$122.50 to cover the following fees of your office.

Filing Charter	\$35.00
Certification of Charter	52.50
Filing Resident Agent Form	35.00

We enclose original and one copy of Articles of Incorporation of this proposed corporation, with executed resident agent form. Please endorse your approval on the copy of the Articles of Incorporation, certify same and return to us, together with acknowledgement of filing of resident agent.

Thank you for your attention to the above.

Yours, truly,

Linda H. Hutson

Linda H. Hutson
Legal Assistant

/lhh
Enclosures
(Mill15.lhh)

10501
ENCLOSURE
STATE
CORPORATIONS

ARTICLES OF INCORPORATION
OF
MILL CREEK SOD, INC.

ARTICLE I. NAME AND PRINCIPAL ADDRESS

The name of this corporation is MILL CREEK SOD, INC.. The principal address of the corporation is 4699 N. Canoe Creek Road, Kenansville, Florida 34739.

ARTICLE II. COMMENCEMENT OF EXISTENCE

This corporation shall begin its existence on the 1st day of May, 1995.

ARTICLE III. DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Seven Thousand Five Hundred (7,500) shares of
Common Stock having a Nominal or Par Value of
One Dollar (\$1.00) per share.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1330 W. Citizens Blvd., Suite 701, Leesburg, Florida, and the name of the initial registered agent of this corporation at that address is J. STEPHEN PULLUM.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have a minimum of one (1) Director at all times. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one (1) nor more than five (5). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
DANNY L. HALL	4699 N. Canoe Creek Road Kenansville, FL 34739
DONALD E. JOHNSON	5199 Eagles Trail Kissimmee, FL 34758

ARTICLE IX. INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
DANNY L. HALL	4699 N. Canoe Creek Road Kenansville, FL 34739
DONALD E. JOHNSON	5199 Eagles Trail Kissimmee, FL 34758

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer, director, agent or employee or any former officer, director, agent or employee to the full extent permitted by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this restriction.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 15th day of March, 1995.

Danny L. Hall
DANNY L. HALL, Subscriber

Donald E. Johnson
DONALD E. JOHNSON, Subscriber

STATE OF FLORIDA
COUNTY OF Osceola

The foregoing instrument was acknowledged before me this 15th day of March, 1995, by DANNY L. HALL and DONALD E. JOHNSON, Subscribers to these Articles of Incorporation. Said persons did not take an oath and (check one) X are personally known to me, _____ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or _____ produced other identification, to wit: _____.

Janice A. Foster
Printed Name: Janice A. Foster
Notary Public State of Florida
Commission Number: CC339372
My Commission Expires: 1/7/98

(Mill1.lhh)



JANICE A FOSTER
My Commission CC339372
Expires Jan. 07, 1998
Bonded by ANB
800-852-5878

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST-- THAT MILL CREEK SOD, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT CITY OF KENANSVILLE, STATE OF FLORIDA, HAS
NAMED J. STEPHEN PULLUM, LOCATED AT 1330 W. CITIZENS BLVD., SUITE
701, CITY OF LEESBURG, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Sammy A. Hall
(Corporate Officer)

TITLE

President

DATE

March 15 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

[Signature]
(Resident Agent)

DATE

3-8-95

(Mill2.1hh)