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May 4, 1995

Secretary of State
Corporate Records Bureau
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-05/26/95--01077--019
*****70.00 *****70.00

To Whom It May Concern:

Enclosed are an original and a copy of Articles Of Incorporation for Green Dollar Sod, Inc.

Also enclosed is a check in the amount of \$70.00 to cover the filing fees of \$35.00 and Registered Agent designation fee of \$35.00.

If there are any questions regarding this corporation please contact me at the office number listed below. Thank you.

Sincerely,

JUN 27 1995 BSB

Emory Zimily Parks, Sr.
8440 SE Citrus Way
Okeechobee Sound, FL 33455
407-546-5872

FILED
95 JUN 26 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Green Dollar Sod, Inc.

FILED

95 JUN 26 PM 2:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I

Name of Corporation

The name of this corporation is Green Dollar Sod, Inc.

ARTICLE II

General Purpose

This corporation is organized for the purpose of operating and transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

General Powers And Duration

This corporation shall have perpetual duration and has the same powers as a private individual to do those things necessary or convenient for carrying out its' business and affairs, including, without limitation, power:

1. To sue and be sued, complain and defend in its' corporate name;

2. To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it, or in any other manner reproducing it;
3. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
4. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
5. To lend money to, and use its credit to assist its officers and employees in accordance with F.S. Section 607.0833;
6. To make contracts and guarantees, incur liabilities, borrow money, issue notes, bonds, and other obligations which are necessary or convenient to the conduct, promotion or attainment of the business of this corporation;
7. To lend money, invest and reinvest its funds and receive and hold real and personal property as security for repayment;
8. To conduct its business, locate offices, and exercise the powers granted by the Florida Business Corporations Act within or without this state;
9. To make and amend bylaws that are consistent with this state, for managing the business and regulating the affairs of the corporation;
10. To make payments or donations or do any other act consistent with law, for the public welfare or that furthers the business affairs of the corporation;
11. To pay pensions and establish pension plans, profit sharing plans, and other incentive plan for any or all of its officers, directors, employees and agents;
12. To provide insurance for its benefit on the life of any of its directors, officers or employees, or of any shareholder, for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE V

Incorporator

The name and address of each person signing the Articles Of Incorporation as an Incorporator is:

NAME

ADDRESS

Emory Zemily Parks, Sr.

8440 SE Citrus Way, Hobe Sound, Fl 33455

ARTICLE VI

Directors and Officers

The business of this corporation shall be managed by a Board Of directors. There shall be (1) directors initially. The number of directors may be increased or decreased from time to time by By-Laws adopted by the sharcholders, but never shall there be less than one (1).

The names an addresses of the first Board of Directors and its Officers are:

NAME

ADDRESS

Emory Zemily Parks, Sr.

8440 SE Citrus Way, Hobe Sound, Fl 33455

ARTICLE VII

Registered Agent

The undersigned individual, who resides in this state and whose address is the same as the registered office of this corporation, hereby accepts appointment as Registered Agent for this corporation and agrees to comply with the provisions of all statutes relative to the proper performance of all his duties.

NAME

Emory Zemily Parks, Sr.

ADDRESS

8440 SE Citrus Way, Hobe Sound, FL 33455

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in and is reserved to the shareholders of this corporation. The Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE IX

Amendment

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

ARTICLE X

Sub-Chapter S Election

This corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Service code.

ARTICLE XI

Address

The initial mailing address of the principal office of this corporation in the State of Florida is:

8440 SE Citrus Way, Hobe Sound, Fl 33455

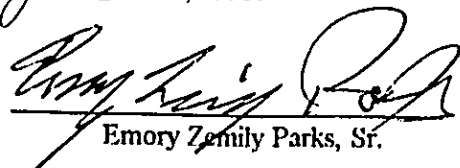
ARTICLE XII

Indemnification

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

In witness whereof, the undersigned execute these Articles Of Incorporation this 23 day of

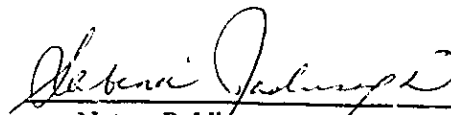
June, 1995.


Emory Zemily Parks, Sr.

STATE OF FLORIDA)

COUNTY OF MARTIN)

Sworn to and Subscribed before me this 23 day of June, 1995.


Notary Public
State of Florida

SABINA JADUSINGH

My commission expires:



SABINA JADUSINGH
COMMISSION # CC 379845
EXPIRES JUL 19, 1998
BONDED THRU
ATLANTIC BONDING CO., INC