

FROM

(FRI) 1.15'99 14:58/ST. 14:52/NO. 4260823136 P 3

P960000Z1007

Florida Department of State

Division of Corporations

Public Access System

Sandra B. Mortham, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813) 229-2300
Fax Number : (813) 221-4210

EFFECTIVE DATE
12-31-98

FILED
98 DEC 30 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

BASS SOD, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

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17
MERGER
FEB
1/19

ARTICLES OF MERGER
Merger Sheet

MERGING:

CARLTON SOD SERVICE INC., a Florida corporation, document number
P94000087045

INTO

BASS SOD, INC. which changed its name to

BASS-CARLTON SOD, INC., a Florida corporation, P96000021007

File date: December 30, 1998, effective December 31, 1998

Corporate Specialist: Karen Gibson

FROM

(FRI) 1.15' 99 14:57/ST. 14:52/NO. 4260823136 P 1

FOLEY & LARDNER
ATTORNEYS AT LAW
100 NORTH TAMPA STREET, SUITE 2700
TAMPA, FLORIDA 33602-5804
TELEPHONE: (813) 229-2300
FACSIMILE: (813) 225-4108

FACSIMILE TRANSMISSION

Total # of Pages 9 (including this page)

TO:	PHONE:	FAX #:
Division of Corporation		850-922-4000

From: Margo T. Valenti
Sender's Direct Dial: 813-225-4110
Date: January 15, 1999
Client/Matter No: 046781/0101
User ID No: 2582

MESSAGE: Enclosed, please find the corrections to the Plan of Merger as instructed.

If there are any problems with this transmission or if you have not received all of the pages, please call (813) 229-2300.

Operator:	Time Sent:	Return Original To: Lisa Clark
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FROM

(FRI) 1.15'99 14:58/ST. 14:52/NO. 4260823136 P 2



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 11, 1999

BASS SOD, INC.
P.O. BOX 420067
KISSIMMEE, FL 34742-0067

SUBJECT: BASS SOD, INC.
REF: P96000021007

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the merging corporation shown in the first paragraph of the plan of merger is incorrect. Please correct the name to read: CARLTON SOD SERVICE INC.

The effective date shown on the third page of the plan of merger in the execution paragraph is December 31, 1999. It should be DECEMBER 31, 1998????

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000024286
Letter Number: 499A00001315

FROM

(MON) 1.11'99 10:27/ST. 10:26/NO. 4260823054 P 1
FOLLEY & LARDNER
ATTORNEYS AT LAW
100 NORTH TAMPA STREET, SUITE 2700
TAMPA, FLORIDA 33602-5804
TELEPHONE: (813) 229-2300
FACSIMILE: (813) 225-4108

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Total # of Pages 9 (including this page)

TO:	PHONE:	FAX #:
Division of Corporation		850-922-4000

From:	Margo T. Valenti
Sender's Direct Dial:	813-225-4110
Date:	January 11, 1999
Client/Matter No:	046781/0101
User ID No:	2582

MESSAGE: Enclosed, please find the corrections to the Articles of Merger as instructed.

RECEIVED
DIVISION OF CORPORATION
JAN 11 11:10:02

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(MON) 1.11'99 10:27/ST.10:26/NO.4260823054 P 2

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Division of Corporations
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Sandra B. Mortham, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813) 229-2300
Fax Number : (813) 221-4210

MERGER OR SHARE EXCHANGE

BASS SOD, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

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FROM

(MON) 1.11'99 10:27/ST. 10:26/NO. 4260823054 P 3



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 5, 1999

BASS SOD, INC.
P.O. BOX 420067
KISSIMMEE, FL 34742-0067

SUBJECT: BASS SOD, INC.
REF: P96000021007

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The first paragraph of the PLAN OF MERGER states the following: THIS PLAN OF MERGER DATED AS OF DECEMBER _____, 1998, AND EFFECTIVE AS OF DECEMBER 31, 1998 BY AND BETWEEN BASS SOD SERVICE, INC., A FLORIDA CORPORATION AND ITS WHOLLY OWNED SUBSIDIARY, CARLTON SOD SERVICE, INC., A FLORIDA CORPORATION.

The name of the surviving corporation (BASS SOD SERVICE, INC.) is incorrect. The name should read: BASS SOD, INC. Please correct your document accordingly.

The date shown in the first paragraph is incomplete. Please complete the date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000024286
Letter Number: 899A00000370

FROM

(MON) 1. 4' 99 10:27/ST. 10:27/NO. 4260823983 P 1

FOLEY & LARDNER
ATTORNEYS AT LAW
100 NORTH TAMPA STREET, SUITE 2700
TAMPA, FLORIDA 33602-5804
TELEPHONE: (813) 229-2300
FACSIMILE: (813) 225-4108

FACSIMILE TRANSMISSION

Total # of Pages 9 (including this page)

TO:	PHONE:	FAX #:
Division of Corporation		850-922-4000

From: Margo T. Valenti
Sender's Direct Dial: 813-225-4110
Date: January 4, 1999
Client/Matter No: 046781/0101
User ID No: 2582

MESSAGE: Enclosed, please find the corrections to the Articles of Merger as instructed.

60 JUL 4 1999
DIVISION OF CORPORATION

If there are any problems with this transmission or if you have not received all of the pages, please call (813) 229-2300.

Operator:	Time Sent:	Return Original To: Lisa Clark
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FROM

(MON) 1. 4' 99 10:28/ST. 10:27/NO. 4260823983 P 4

Florida Department of State

Division of Corporations

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Sandra B. Mortham, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813) 229-2300
Fax Number : (813) 221-4210

MERGER OR SHARE EXCHANGE

BASS SOD, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

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FROM

(MON) 1. 4' 99 10:28/ST. 10:27/NO. 4260823983 P 2



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

CARLTON SOD SERVICE INC.
PO BOX 420067
KISSIMMEE, FL 34742US

SUBJECT: CARLTON SOD SERVICE INC.
REF: P94000087045

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

PLEASE LABEL THE PLAN OF MERGER "EXHIBIT A".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H98000024286
Letter Number: 498A00061142

FROM

(MON) 1. 4' 99 10:28/ST. 10:27/NO. 4260823983 P 3



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

CARLTON SOD SERVICE INC.
PO BOX 420067
KISSIMMEE, FL 34742US

SUBJECT: CARLTON SOD SERVICE INC.
REF: P94000087045

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H98000024286
Letter Number: 498A00061142

FROM

(WED) 12. 30' 98 12:25/ST. 12:23/NO. 4260823965 P 2

Florida Department of State

Division of Corporations

Public Access System

Sandra B. Mortham, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : FOLEY & LARDNER OF TAMPA

Account Number : 071344001620

Phone : (813) 229-2300

Fax Number : (813) 221-4210

MERGER OR SHARE EXCHANGE

BASS SOD, INC.

W98-29306

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

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FROM

(WED) 12. 30' 98 12:24/ST. 12:23/NO. 4260823965 P 1
FOLEY & LARDNER
ATTORNEYS AT LAW
100 NORTH TAMPA STREET, SUITE 2700
TAMPA, FLORIDA 33602-5804
TELEPHONE: (813) 229-2300
FACSIMILE: (813) 225-4108

FACSIMILE TRANSMISSION

Total # of Pages 7 (including this page)

TO:	PHONE:	FAX #:
Division of Corporation		850-922-4000

From: Margo T. Valenti
Sender's Direct Dial: 813-225-4110
Date: December 30, 1998
Client/Matter No: 046781/0101
User ID No: 2582

MESSAGE:

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Operator:	Time Sent:	Return Original To: Lisa Clark
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FROM

(FRI) 1.15'99 14:58/ST.14:52/NO.4260823136 P 4

((H98000024286 0)))

ARTICLES OF MERGER

**MERGING
CARLTON SOD SERVICE INC.**
(a Florida corporation)
**WITH AND INTO
BASS SOD, INC.**
(a Florida corporation)

FILED
98 DEC 30 PM 2:46
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EFFECTIVE DATE
12-31-98

ARTICLES OF MERGER effective as of this 31st day of December, 1998, by and between BASS SOD, INC., a Florida corporation (hereinafter referred to as "Survivor"), and its wholly owned subsidiary, CARLTON SOD SERVICE INC., a Florida corporation (hereinafter referred to as "Merging Corporation"), approved in accordance with Section 607.1104 of the Florida Business Corporation Act ("FBCA").

ARTICLE I

The respective Boards of Directors of the Merging Corporation and the Survivor, in accordance with their respective Articles of Incorporation and By-laws and Section 607.1104 of the FBCA each adopted resolutions by adopting and approving a Plan of Merger, dated as of December 30, 1998, (the "Plan of Merger"), a true and correct copy of which is attached hereto as Exhibit A and incorporated herein by reference, wherein the Merging Corporation will be merged with and into Survivor ("Merger").

ARTICLE II

At the time of approval of the Plan of Merger, the issued and outstanding capital stock of Survivor consisted solely of 1,000 shares of common stock, \$.10 par value per share ("Survivor Common Stock"). Each share of Survivor Common Stock is entitled to one vote and all of such shares of Survivor Common Stock have been affirmatively voted in favor of authorizing, approving, and adopting the Plan of Merger. Such shareholder vote constitutes the requisite shareholder approval as provided in Section 607.1104 of the FBCA. All the issued and outstanding capital stock of Merging Corporation, consisting solely of 1,000 shares of common stock, \$.01 par value per share ("Merging Corporation Common Stock"), is held of record by the Survivor. Each share of Merging Corporation Common Stock is entitled to one vote and all of such shares have been voted, by unanimous written consent, in favor of authorizing, approving, and adopting the Plan of Merger. Such unanimous consent constitutes the requisite shareholder approval as provided in Section 607.1104 of the FBCA.

ARTICLE III

Upon the effective date of the merger, the name of the Survivor shall be "Bass-Carlton Sod, Inc."

Bruce M. Rodgers,
Esquire
Foley & Lardner
100 N. Tampa St.
Suite 2800
Tampa, Florida 33601
(813)225-4106
Florida Bar No.: 0908215

((H98000024286 0)))

FROM

(FRI) 1.15'99 14:58/ST. 14:52/NO. 4260823136 P 5

((H98000024286 0)))

The merger shall be effective on the later of December 31, 1998, or when articles of merger are filed with the Secretary of State of the State of Florida.

BASS SOD, INC.

Edwin H. Rohde
President

Edwin H. Rohde
By: _____
Its: President

CARLTON SOD SERVICE INC.

Edwin H. Rohde, III
Vice President

Edwin H. Rohde III
By: _____
It's: Vice President

FROM

(FRI) 1.15.99 14:59/ST. 14:52/NO. 4260823136 P 6

((H98000024286 0)))

Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan of Merger"), dated as of December 30, 1998, and effective as of December 31, 1998 by and between Bass Sod, Inc., a Florida corporation ("BSI"), and its wholly owned subsidiary, Carlton Sod Service Inc., a Florida corporation ("CSSI").

WITNESSETH:

A. WHEREAS, the authorized capital stock of the CSSI consists of 1,000 shares of Common Stock, \$.10 par value per share ("Company Common Stock") and 1,000 shares of Company Common Stock are issued and outstanding on the date hereof.

B. WHEREAS, the authorized capital stock of BSI consists of 1,000 shares of common stock, \$.10 par value per share ("BSI Stock"), of which 1,000 shares are issued and outstanding on the date hereof and all of which shares are owned of record and beneficially as follows:

Edwin H. Rohde, III	250 shares
Nathan L. Rohde	250 shares
John D. Rohde	250 shares
Lisa Rohde Harris	250 shares

C. WHEREAS, upon the Effective Date of this Plan of Merger (December 31, 1998), CSSI will merge with and into BSI and BSI shall be the surviving corporation (the "Merger") pursuant to Section 607.1104 of the Florida Business Corporation Act, ("FBCA").

D. WHEREAS, the Boards of Directors of BSI and CSSI deem it in the best interests of their respective corporations and shareholders that CSSI be merged with and into the BSI, with the BSI being the surviving corporation, and each such Board of Directors has approved this Plan of Merger, has authorized its execution and delivery, and has directed that this Plan of Merger and the Merger be submitted to its respective shareholders for approval.

NOW, THEREFORE, in consideration of the premises and the agreements herein contained, the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect:

ARTICLE I

The Merger

1.01 The Merger. CSSI will be merged with and into BSI in accordance with Section 607.1104 of the FBCA.

(((H98000024286 0)))

1.02 Effective Time of the Merger. The articles of merger ("Articles of Merger") shall be duly prepared and executed by BSI and the CSSI and thereafter delivered to the Secretary of State of the State of Florida for filing as provided in Section 607.1101 of the FBCA. The Merger shall become effective on December 31, 1998 ("Effective Time").

1.03 Effects of the Merger.

(a) At the Effective Time, (i) the separate existence of CSSI shall cease and CSSI shall be merged with and into the BSI as provided in Section 607.1104 of the FBCA (after the Merger BSI will sometimes be referred to as the "Surviving Corporation" and CSSI and BSI shall collectively be referred to as "Constituent Corporations", (ii) the articles of incorporation of BSI in effect as of the Effective Time shall be the articles of incorporation of the Surviving Corporation; (iii) the by-laws of BSI in effect as of the Effective Time shall be the by-laws of the Surviving Corporation; (iv) the officers of the Surviving Corporation shall remain the same as those of BSI in effect as of the Effective Time; and (v) the members of the Board of Directors of the Surviving Corporation, effective as of the Effective Time shall be the same as those of BSI prior to the Merger (in each case until such time as their respective successors are duly elected or their earlier resignation, death, retirement or termination):

(b) In accordance with Section 607.1106 of the FBCA, at and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions and all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested, by deed or otherwise, in either of the Constituent Corporations shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts and liabilities had been incurred by it. Any action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted as if the Merger had not taken place, and the Surviving Corporation may be substituted as a party in such action or proceeding in place of any Constituent Corporation.

(c) In addition to the effects of the Merger described in Section 1.03 above, at and after the Effective Time, the Surviving Corporation shall remain incorporated in Florida and shall change its name to "Bass-Carlton Sod, Inc." and retain the same purpose as stated in its current articles of incorporation.

FROM

(FRI) 1.15'99 14:59/ST. 14:52/NO. 4260823136 P 8

((H98000024286 0)))

ARTICLE II

Effect of the Merger on the Capital Stock Of the Constituent Corporations

2.01 Effect on Company Common Stock. Since BSI is the sole Shareholder of CSSI, as of the Effective Time, by virtue of the Merger and without any action by or on the part of the Shareholders or any other party all shares of CSSI Common Stock issued and outstanding immediately prior to the Effective Time shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist.

2.02 Effect on BSI Stock. As of the Effective Time, the 1,000 shares of BSI Stock validly issued and outstanding immediately prior to the Effective Time will remain validly issued and outstanding and unaffected by the Merger.

IN WITNESS WHEREOF, the parties have executed this Agreement as of December 30, 1998 and said Merger shall be effective on December 31, 1998

BASS SOD, INC.

Edwin H. Rohde, President

By: Edwin H. Rohde

Its: President

CARLTON SOD SERVICE INC.

Edwin H. Rohde III, Vice President

By: Edwin H. Rohde III

Its: Vice President