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FLORIDA DIVISION OF CORPORATIONS  
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DEPARTMENT OF STATE 1492 W. FLAHLER  
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FAX: (305) 541-3770  
((H96000005904))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AMERICAN SEEDING & EROSION CONTROL, INC.,  
FAX AUDIT NUMBER: H96000005904 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 04/26/1996 TIME REQUESTED: 10:35:51  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 29, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: AMERICAN SEEDING & EROSION CONTROL, INC.  
REF: W96000009079

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's 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 (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H96000005904  
Letter Number: 696A00020261

A handwritten signature in dark ink, appearing to be "Loria Poole".

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**ARTICLES OF INCORPORATION  
OF  
AMERICAN SEEDING & EROSION CONTROL, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation shall be AMERICAN SEEDING & EROSION CONTROL, INC.

**ARTICLE II - PURPOSE**

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

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue One Hundred shares of \$1.00 par value common stock.

**ARTICLE IV - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V - PRINCIPLE PLACE OF BUSINESS**

This corporation shall maintain a principle place of business at:

142 Martin Circle

Royal Palm Beach, Florida 33411

**ARTICLE VI - OFFICERS DIRECTORS**

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may

Prepared by:

Joseph M. Cvelbar, Esq.  
319 Chanatis Street, Suite 211  
West Palm Beach, Florida 33401  
Florida Bar No.: 0832499

(407) 833-4499

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participate in meetings by means of conference as provided by law. The name of the initial officers and directors of this corporation shall be:

Director, President, Secretary: Sherri Milstead, 142 Martin Circle, Royal Palm Beach, Florida 33411.

Director, Vice-President, Treasurer: Debi Sprague, 142 Martin Circle, Royal Palm Beach, Florida 33411.

#### ARTICLE VII - BY LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors of this corporation.

#### ARTICLE VIII - INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is Sherri Milstead, 142 Martin Circle, Royal Palm Beach, Florida 33411.

#### 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 shareholder is subject to this reservation.

#### ARTICLE X - BY LAWS

This corporation may elect to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of April, 1996.

Sherri Milstead  
Sherri Milstead

Debi Sprague  
Debi Sprague

State of Florida )

County of Palm Beach )

BEFORE ME, a Notary Public authorized to take acknowledgments, personally appeared Sherri Milstead and Debi, who are known to me, and executed the foregoing Articles of Incorporation, and has acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, in the State and County aforesaid this 3rd day of April, 1996.

[Signature]  
Notary Public, State of Florida



OFFICIAL SEAL  
Joseph M. Cvelber  
My Commission Expires  
Dec. 9, 1998  
Comm. No. CC 245312

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ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of  
American Seeding & Erosion Control, Inc.

Sherril Milstead, Pres.  
Sherril Milstead, Pres.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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