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Norm D. Fugate

Attorney at Law

444 North West Main Street, Suite 1
Mail Post Office Box 98
Williston, Florida 32696
Tel. (352) 520-0010 Fax (352) 520-4010

August 30, 1996

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

500001938425.
-03/04/96--01110--013
****122.50 ****122.50

Re: Articles of Incorporation for Greenlift Sod Corporation

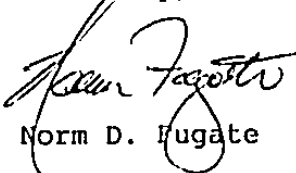
Dear Sir or Madam:

Enclosed for filing you will please find the original Articles of Incorporation for Greenlift Sod Corporation, together with the designation and acceptance by the resident agent.

My trust account check in the amount of \$ 122.50 is also herewith to cover the filing fee and the cost of one certified copy of the Articles once same has been filed. Please return this certified copy together with your certificate of filing to my office at Post Office Box 98, Williston, Florida 32696.

Should you have any questions regarding the above and foregoing, please do not hesitate to contact me at the number listed above.

Sincerely,



Norm D. Fugate

NDF/lrm
enclosures

Dmf
9/9/96

FILED
96 SEP -3 AM 9:31
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
Greenlift Sod Corporation

FILED
96 SEP -3 AM 9:31
TALLAHASSEE
FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is Greenlift Sod Corporation

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 20991 NE Hwy 27, Williston, Florida 32696.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000 shares.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is Norm Fugate, Attorney at Law, 444 North West Main Street, Suite 1, Williston, Florida 32696.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporators of the articles of incorporation are as follows:

Essie Hodge
P.O. Box 414
Williston, Florida 32696

The undersigned have executed these articles of incorporation on 30th, August 1996.


Essie Hodge

CERTIFICATE OF DESIGNATION OF RESIDENT AGENT
AND ACCEPTANCE

FILED

96 SEP -3 AM 9:31

TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

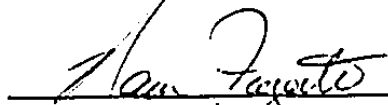
1. The name of the corporation is Greenlift Sod Corporation.
2. The name of the registered agent is Norm D. Fugate, Attorney at Law.
3. The address of the registered agent/registered office is 444 North West Main Street, Suite 1, Williston, Florida 32696.

Greenlift Sod Corporation, BY:


Essie Hodge, Incorporator

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Norm D. Fugate
444 North West Main Street, Suite 1
Williston, Florida 32696

Date: 30th, August, 1996