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BROWN, WALDRON & CARLTON

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

FLETCHER BROWN, P.A.

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WALDRON & CARLTON, P.A.

EUGENE E. WALDRON, JR.

DAVID P. CARLTON

VINCENT A. SICA

December 19, 1996

Department of State
Division of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

300002036413--6
-12/24/96--01038--006
****122.50 ****122.50

Dear Sir:

Please file the enclosed Articles of Incorporation of West Coast Sod, Inc. and return to me a certified copy.

My check in the amount of \$122.50 covering the fees listed below is enclosed.

\$ 35.00 - Filing Certificate
52.50 - Certified copy
35.00 - Designation of Resident Agent
\$122.50

Should you have any questions, please do not hesitate to call me.

Very truly yours,

Fletcher Brown

Fletcher Brown

FB/jc
Enclosures

FILED
96 DEC 23 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 12/30/96

FILED
96 DEC 23 PM 4:45
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WEST COAST SOD, INC.

(Section 607.0202, Florida Statutes)

The undersigned, acting as Incorporator of a Corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **Name.** The name of this Corporation is **WEST COAST SOD, INC.**
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **Capital Stock.** The Corporation is authorized to issue 1,000 shares, all of one class, at Ten Dollars (\$10.00) par value.
5. **Principal Office.** The address of the principal office and the mailing address of the corporation are as follows:

Principal Office

Mailing Address

2634 N. W. Flint Road
Arcadia, FL 34266

2634 N. W. Flint Road
Arcadia, FL 34266

6. **Initial Registered Office and Agent.** The name and address of the initial registered agent of this Corporation are as follows:

FLETCHER BROWN
124 North Brevard Avenue
Arcadia, FL 33821

7. **Initial Board of Directors.** This Corporation shall have two directors initially. The names and addresses of the directors of this Corporation are:

NAME

ADDRESS

SIMON DARMAU

1724 11th Street West
Palmetto, FL 34221

JERRY FLINT

2634 N.W. Flint Road
Arcadia, FL 34266

8. Incorporator. The names and address of the Incorporator signing these Articles of Incorporation are:

NAME

ADDRESS

SIMON DARMAU


1724 11th Street West
Palmetto, FL 34221

JERRY FLINT

2634 N.W. Flint Road
Arcadia, FL 34266

9. Amendment of Articles. 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 reservation.
10. Pre-emptive Rights. Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

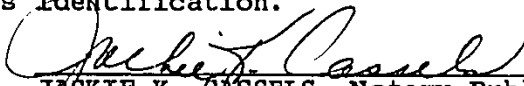
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of December, 1996.


SIMON DARMAU, Incorporator


JERRY FLINT, Incorporator

STATE OF FLORIDA:
COUNTY OF DESOTO:

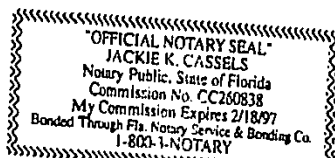
The foregoing instrument was acknowledged before me this 17th day of December, 1996, by **SIMON DARMAU** and **JERRY FLINT**. **JERRY FLINT** is personally known to me. **SIMON DARMAU** has produced driver license #D650-780-40-024-0 as identification.


JACKIE K. CASSELS, Notary Public
State of Florida at Large

My Commission Expires:

2/28/97


Commission No. CC260838



ACCEPTANCE

Having been named to accept service of process for the above-stated Corporation at the place designated above, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 17th day of DECEMBER, 1996.


FLETCHER BROWN
Registered Agent

FILED
36 DEC 23 PM 4:45
CLERK OF THE COURT
COUNTY OF DESOTO