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TRANSMITTAL LETTER

97 JAN -6 PM 12:32

SECRET
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/07/97--01023--012
*****78.75 *****78.75

Subject: A & W SOD & HYDRO-SEEDING, INCORPORATED

Enclosed is an original and one (1) copy of the articles of incorporation and a check for Seventy Eight Dollars and Seventy Five Cents (\$78.75) for the Filing Fee, registration of the agent and a certificate.

From: CARY J. ATHERDEN
P.O. BOX 3406
LONGWOOD, FLORIDA 32779
(407) 291-8883

24
1-13-97

ARTICLES OF INCORPORATION

OF

A & W SOD & HYDRO-SEEDING, INC.

FILED
97 JAN -6 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation is:

A & W SOD & HYDRO-SEEDING, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business of the corporation shall be located at 926 GREAT POND DRIVE, SUITE 2001 ALTAMONTE SPRINGS, FL 32714. The mailing address is P.O. BOX 3406, LONGWOOD, FL 32779.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares having par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans with the provisions of Section 1244 of the Internal Revenue Code of 1954.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Name: CARY J. ATHERDEN

Address: 926 GREAT POND DRIVE, SUITE 2001, ALTAMONTE SPRINGS, FLORIDA 32714. The mailing address is P.O. BOX 3406, LONGWOOD, FLORIDA 32779.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Name: CARY J. ATHERDEN

Address: 926 GREAT POND DRIVE, SUITE 2001, ALTAMONTE SPRINGS, FLORIDA 32714.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and street address of the director who shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified are:

Name
CARY J. ATHERDEN

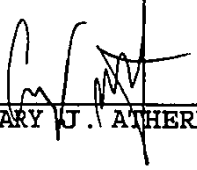
Address
926 GREAT POND DRIVE
SUITE 2001
ALTAMONTE SPRGS, FL 32714

ARTICLE VII AMENDMENT

These Articles of Incorporation may be altered or amended by a resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of the majority of the shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation this 23 day of DECEMBER, 1996.



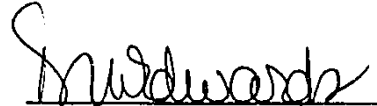
CARY J. ATHERDEN, Incorporator

State of Florida
County of SEMINOLE

The foregoing Articles of Incorporation were acknowledged before me this 31 day of DECEMBER, 1996, by CARY J. ATHERDEN.

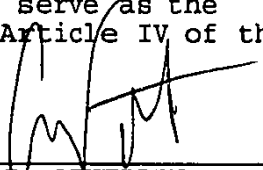


NA M EDWARDS
My Commission OC398271
Expires Jul. 25, 1998
Bonded by HAI
800-422-1555



Notary Public, State of Florida

I, CARY J. ATHERDEN do hereby agree to serve as the corporation's registered agent pursuant to Article IV of the foregoing Articles of Incorporation.



CARY J. ATHERDEN