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REFERENCE : 258290 9851A

AUTHORIZATION : Patricia Pizot

COST LIMIT : \$ 70.00

ORDER DATE : February 12, 1997

ORDER TIME : 10:53 AM

ORDER NO. : 258290-005

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CUSTOMER NO: 9851A

CUSTOMER: Ms. Hanson Skates
STRAYHORN & STRAYHORN

Suite 200
2125 1st Street
Ft. Myers, FL 33901

FILED
97 FEB 13 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PRO-SOD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

RECEIVED
97 FEB 13 PM 3:33
DIVISION OF CORPORATION

KR
2-14-97

ARTICLES OF INCORPORATION
OF
PRO-SOD, INC.

FILED
97 FEB 13 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PRO-SOD, INC.

The address of the principal office of this corporation shall be 6945 State Road 80, Alva, Florida 33920, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 3 Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Isaac Gallegos, Jr.
Dir.

6945 State Road 80
Alva, Florida 33920

Guadalupe Cuellar
Dir.

196 Tangerine Street
Immokalee, Florida 33935

Anita Gallegos
Dir.

6945 State Road 80
Alva, Florida 33920

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Isaac Gallegos
Pres./Tres.

6945 State Road 80
Alva, Florida 33920

Guadalupe Cuellar
V.Pres.

196 Tangerine Street
Immokalee, Florida 33935

Anita Gallegos
Sec.

6945 Stae Road 80
Alva, Florida 33920

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service company on February 13, 1997.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

ACG/smr

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