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**WATSON, FOLDS, STEADHAM, TOVKACH & WALKER**

527 EAST UNIVERSITY AVENUE  
POST OFFICE BOX 1070  
GAINESVILLE, FLORIDA 32602

TELEPHONE (352) 372-8401  
FAX: (352) 372-1826

**TRANSMITTAL**

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-04/02/97--01112--003  
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TO:

Ms. Barbara Keys

Attorneys Title

660 East Jefferson Street, Suite 200

Tallahassee, FL 32301

VIA FEDERAL EXPRESS 2840167562

*Return To  
Pia ASAP*

FROM:

**WALTER M. TOVKACH, ESQUIRE**

FILED  
97 APR -2 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COMMENTS:**

Please file the enclosed Articles of Incorporation A.S.A.P. I enclose the original plus one copy, along with a check to the Secretary of State in the amount of \$122.50. Last, enclosed is our check in the amount of \$10.00 for your fee. Thank you for your help. Please mail the certified copy of the Articles to me at the address above.

April 1, 1997

K.R. APR - 2 1997

57  
122.50  
10.00

WATSON, FOLDS, STEADHAM, TOVKACH, WALKER & MARSTON

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

527 EAST UNIVERSITY AVENUE

POST OFFICE BOX 1070

GAINESVILLE, FLORIDA 32602

WILLIAM B. WATSON, III  
JOHN M. STEADHAM  
ALLISON E. FOLDS  
WALTER M. TOVKACH\*\*  
S. SCOTT WALKER  
W. WESLEY MARSTON  
\_\_\_\_\_  
PAUL J. CONSRUCK\*\*

TELEPHONE  
(352) 372-8401

TELECOPIER  
(352) 372-1826

\*ALSO ADMITTED IN  
OHIO & NORTH CAROLINA  
\*\*ALSO ADMITTED IN MARYLAND

April 1, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: GAINESVILLE SOD, INC.

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced along with our check in the amount of \$122.50 to cover the cost of filing same. Please return the certified copy to this office.

Filing fee	\$35.00
Certificate Designating Resident Agent.	\$35.00
Certified Copy of Articles of Incorporation	\$52.50

After the original Articles of Incorporation have been filed, please certify the enclosed copy and return it to me.

Very truly yours ,

WATSON, FOLDS, STEADHAM  
TOVKACH & WALKER

*Walter M. Tovkach*

Walter M. Tovkach

WMT:kak  
enclosures

FILED  
97 APR -2 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GAINESVILLE SOD, INC.**

Article I

Name. The name of this Corporation is GAINESVILLE SOD, INC..

Article II

Principal Office: The principal place of business and mailing address of this corporation shall be: 4802 S.W. 85th Avenue, Gainesville, Florida, 32608.

Article III

Duration. The period of duration of this Corporation shall be perpetual.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock. All shareholders shall have preemptive rights in future stock sales by the corporation.

Article VI

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

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 4802 S.W. 85th Avenue, Gainesville, Florida, 32608, and the name of the initial registered agent of this Corporation is MICHAEL W. TROIANO.


Article VIII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The names and address of the initial Director of this Corporation is MICHAEL TROIANO, residing at 4802 S.W. 85th Avenue, Gainesville, Florida, 32608.

Article IX

Incorporator. The name and address of the person signing these Articles is MICHAEL W. TROIANO, residing at 4802 S.W. 85th Avenue, Gainesville, Florida, 32608.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1 day of April, 1997.

  
MICHAEL W. TROIANO  
Incorporator

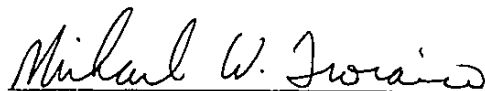
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That GAINESVILLE SOD, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 4802 S.W. 85th Avenue, Gainesville, 32608, County of Alachua, State of Florida, has named MICHAEL W. TROIANO, 4802 S.W. 85<sup>th</sup> Avenue, Gainesville, 32608, County of Alachua, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
MICHAEL W. TROIANO  
Resident Agent

FILED  
97 APR -2 PM 2:40  
NOTED  
STATE  
FILED