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TRANSMITTAL LETTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

800002342268--8
-11/10/97--01022--019
****122.50 ****122.50

LINCOLN SOD COMPANY, INC.

SUBJECT: LINCOLN SOD COMPANY, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR \$122.50.

FROM LINCOLN WHEELER
108 DORCHESTER COURT
KISSIMMEE, FLORIDA 34758

2. Hall
NOV 12 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LINCOLN SOD COMPANY, INC.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

**ARTICLE I
NAME**

THE NAME OF THE CORPORATION SHALL BE: LINCOLN SOD COMPANY, INC.

**ARTICLE II
PRINCIPAL OFFICE**

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE: 108 DORCHESTER COURT
KISSIMMEE, FLORIDA 34758

**ARTICLE III
SHARES**

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: ONE HUNDRED (100).

ARTICLE IV DIRECTORS

THIS CORPORATION SHALL INITIALLY HAVE ONE (1) DIRECTOR:
LINCOLN WHEELER
108 DORCHESTER COURT
KISSIMMEE, FLORIDA 34758

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:
LINCOLN WHEELER
108 DORCHESTER COURT
KISSIMMEE, FLORIDA 34758

ARTICLE VI INCORPORATORS

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

LINCOLN WHEELER
108 DORCHESTER COURT
KISSIMMEE, FLORIDA 34758

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 9TH DAY OF OCTOBER, 1997.


LINCOLN WHEELER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

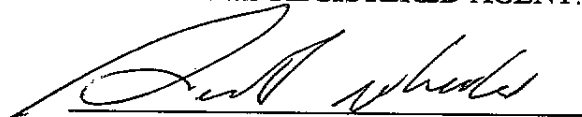
REGISTERED AGENT/REGISTERED OFFICE

PERSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, 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: LINCOLN SOD COMPANY, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
LINCOLN WHEELER
108 DORCHESTER COURT
KISSIMMEE, FLORIDA 34758

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



LINCOLN WHEELER

October 9, 1997