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May 20, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

ATTENTION: New Filings

J.R.M.

Re: J.R. Distributing, Inc.

300002531513--3
-05/21/98-01056-011
****122.50 ****122.50

Dear Sir/Madam:

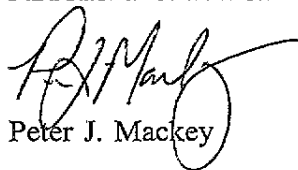
Enclosed are an original and one copy of the Articles of Incorporation along with a Certificate of Designation for Registered Agent for the corporate name of J.R. Distributing, Inc. We have also attached a check in the amount of \$122.50 which covers: (a) the incorporation filing fee; (b) designation of the registered agent fee; and (c) fee relating to the return of a certified copy of the Articles of Incorporation.

Thank you for your cooperation and assistance. If there are questions or problems, please call collect at (941) 746-6225.

Sincerely,

MACKEY & MACKEY, P.A.

Peter J. Mackey



Dmp
5/26/98

PJM/lam
Enclosures

FILED
98 MAY 29 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2544



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 26, 1998

PETER J. MACKEY, ESQUIRE
MACKEY & MACKEY, P.A.
P.O. BOX 9528
BRADENTON, FL 34206-9528

SUBJECT: J.R. DISTRIBUTING, INC.
Ref. Number: W98000011906

We have received your document for J.R. DISTRIBUTING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 498A00029290

**ARTICLES OF INCORPORATION
OF
J.R.M. DISTRIBUTING, INC.**

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

ARTICLE I

The name of the corporation is J.R.M. Distributing, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in a general sod harvesting business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV

Authorized Shares. The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Common Stock with a value of \$1.00 par value.

Stated capital. The sum of the value of all shares of Common Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 1240 11th Street East, Palmetto, Florida 34221, and the name of the initial registered agent at such address is Marilyn Wilson.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The initial board of directors shall consist of one member, who need not be a resident of the State of Florida or shareholder of the corporation.

ARTICLE VII

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified is as follows:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
Marilyn Wilson	1240 11th Street East	Palmetto, Florida 34221

ARTICLE VIII

The name and address of the initial incorporator is as follows:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
Marilyn Wilson	1240 11th Street East	Palmetto, Florida 34221

ARTICLE IX

An affirmative vote of the majority of the outstanding shares of the corporation shall be required for any shareholder action.

ARTICLE X

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, with not less than a majority vote of the common stock.

ARTICLE XI

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for (money, or any property or services) from time to time, in addition to that stock (authorized and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the (authorized and issued) shares of common stock held by the holder of all shares of common stock currently (authorized and issued).

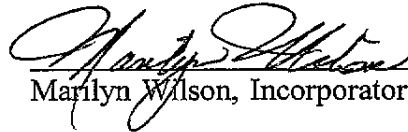
ARTICLE XII

The address of the principal office of the corporation is 1240 11th Street East, Palmetto, Florida 34221.

ARTICLE XIII

The shareholders shall not be personally liable for the debts of the corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these articles of incorporation at the law office of Mackey & Mackey, P.A., 1402 Third Avenue West, Bradenton, Florida 34205, on the 24 day of May, 1998.


Marilyn Wilson, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and her Florida office:

1. The name of the corporation is: J.R.M. Distributing, Inc.
2. The name and address of the registered agent and office is:

Name: Marilyn Wilson

Address: 1240 11th Street East
Palmetto, FL 34221

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Dated: May 26, 1998


Marilyn Wilson