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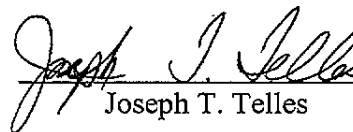
JOSEPH T. TELLES, INC.
5900 N. ANDREWS AVE
824
FT. LAUDERDALE, FL. 33309
1-954-491-1849

July 23, 1998

600002599266-4
-07/27/98-01063-006
****122.50 ****122.50

Department of State,

Please find enclosed the Articles of Incorporation for P.W. Sod, Inc. and the appropriate fee to the Department of State.


Joseph T. Telles

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 PM 1:49

RP
07-28-98

**ARTICLES OF INCORPORATION
OF**

P. W. SOD, INC.

ARTICLE I

The name of the Corporation is P.W. SOD, INC.

The address of the Corporation is 1268 Gallop Drive., Loxahatchee, Fl. 33470.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

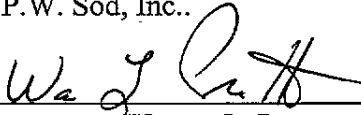
This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V
PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL REGISTERED OFFICE, AGENT AND ACCEPTANCE**

The street address of the initial registered office of this corporation is 1268 Gallop Drive, Loxahatchee, Fl. 33470, and the name of the initial registered agent of this corporation at that address is Warren L. Prescott.. I hereby am familiar with and accept the duties and responsibilities as registered agent for P.W. Sod, Inc..



Warren L. Prescott

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**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have 4 directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

NAME	ADDRESS
Warren L. Prescott	1268 Gallop Drive
Lourdes M. Prescott	Loxhatachee, Fl. 33470
David H. Williams	208 N. Parrott Ave..
Pamela S. Williams	Okeechobee, Fl. 34972

**ARTICLE VIII
INCORPORATION**

The name and address of the person signing these Articles are:

NAME	ADDRESS
Warren L. Prescott	1268 Gallop Drive
	Loxahatchee, Fl. 33470

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any other former officer or director, to the full extent permitted by law.

**ARTICLE X
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this the 23rd day of July, 1998.

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Warren L. Prescott known to me and known by me to be the person who executed the foregoing Articles of P.W. Sod, Inc. and he acknowledges before me that he executed those Articles of Incorporation.

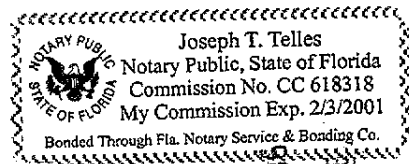
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this the 23rd day of July, 1998.



Notary Public
State of Florida at Large

My Commission expires:

Proof of Identification:
Florida Drivers Licence



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CLERK OF STATE
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DIVISION OF CORPORATIONS