



LAW OFFICES OF
RANDY E. MERRILL, P.A.
A PROFESSIONAL LEGAL CORPORATION

4501 NORTH TAMiami TRAIL
SUITE 208
NAPLES, FLORIDA 34103

TELEPHONE: (941) 261-6767
FACSIMILE: (941) 263-7054
E-MAIL: randymerrill@naplesnet.com

P 9 8 0 0 0 0 94126
October 13, 1998

Via Federal Express

300002680063--8
-11/04/98--01043--006
*****78.75 *****78.75

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF CORPORATIONS
98 NOV - 4 AM 8:58

RE: Incorporation of SOUTHERN HYDROSEEDING, INC.

Dear Sir or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation and Agent's Appointment and Acceptance for **SOUTHERN HYDROSEEDING, INC.**, as well as our firm check in the amount of \$78.75. We have also enclosed an addressed/stamped envelope for return of one copy of the articles as well as your letter of receipt.

Thank you for your assistance in this matter. If you should have any questions or comments, please do not hesitate to contact our office at (941) 261-6767.

Sincerely,

RANDY E. MERRILL, ESQ., P.A.

Elizabeth Mikolajczyk
Elizabeth Mikolajczyk

/eam

enclosures: (8)

cc: **SOUTHERN HYDROSEEDING, INC**

C:\MYFILES\CLIENTS\SOUTHERNHYDROSEEDING\TRANSMITTAL OF ARTICLES TO SECRETARY OF STATE.WPD

F. CHESSEB NOV 6 1998

**ARTICLES OF INCORPORATION
OF
SOUTHERN HYDROSEEDING, INC.**

ARTICLE I

NAME

THE NAME OF THIS CORPORATION SHALL BE: SOUTHERN HYDROSEEDING,
INC.

ARTICLE II

DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III

PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF SERVING THE
HYDROSEEDING INDUSTRY AND FOR THE PURPOSE OF TRANSACTING ANY AND
ALL OTHER LAWFUL BUSINESS.

ARTICLE IV

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF \$ 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 (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL
SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV - 4 AM 8:58

ARTICLE VI
REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION 390 20TH AVENUE N.W., NAPLES, FLORIDA 34120, AND THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS RENE CAMPS.

ARTICLE VII
PRINCIPAL OFFICE

THE MAILING ADDRESS AND STREET ADDRESS OF THE PRINCIPAL OFFICE IS 390 20TH AVENUE N.W., NAPLES, FLORIDA 34120.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTOR 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 NOR MORE THAN THIRTY-FIVE.

THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

RENE CAMPS
390 20TH AVENUE N.W.
NAPLES, FLORIDA 34120

ELISEO CHAO
181 20TH AVENUE N.W.
NAPLES, FLORIDA 34120

ARTICLE IX
INCORPORATORS

THE NAMES AND ADDRESSES OF THE INITIAL INCORPORATORS OF THE CORPORATION ARE:

RENE CAMPS
390 20TH AVENUE N.W.
NAPLES, FLORIDA 34120

ELISEO CHAO
181 20TH AVENUE N.W.
NAPLES, FLORIDA 34120

ARTICLE X

GENERAL PROVISIONS

(A) THE PRIVATE PROPERTY OF THE STOCKHOLDERS SHALL NOT BE SUBJECT TO THE PAYMENT OF ANY CORPORATE DEBTS TO ANY EXTENT WHATSOEVER.

(B) SUBJECT TO THE PROVISIONS AND CONDITIONS OF THIS ARTICLE, THE CORPORATION SHALL HAVE THE FULL POWER AND LAWFUL AUTHORITY TO ACCEPT PROPERTY, LABOR AND SERVICES IN PAYMENT FOR SHARES OF ITS CAPITAL STOCK IN LIEU OF CASH, AT JUST VALUATION TO BE FIXED BY ITS BOARD OF DIRECTORS.

(C) A DIRECTOR OF THE CORPORATION MAY TRANSACT BUSINESS, BORROW, LEND OR OTHERWISE DEAL OR CONTRACT WITH THE CORPORATION TO THE FULL EXTENT AND SUBJECT ONLY TO THE LIMITATIONS AND PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA AND LAWS OF THE UNITED STATES.

(D) THE CORPORATION SHALL INDEMNIFY EACH DIRECTOR AND OFFICER OF THE CORPORATION AGAINST ALL OR ANY PORTION OF ANY EXPENSES REASONABLY INCURRED BY HIM IN CONNECTION WITH OR ARISING OUT OF ANY ACTION, SUIT OR PROCEEDING IN WHICH HE MAY BE INVOLVED, BY REASON OF HIS BEING OR HAVING BEEN AN OFFICER OR DIRECTOR OF THE CORPORATION (WHETHER OR NOT HE CONTINUES TO BE AN OFFICER OR DIRECTOR AT THE TIME OF INCURRING SUCH EXPENSES), TO THE FULL EXTENT PERMITTED BY AND SUBJECT ONLY TO THE LIMITATIONS AND PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA AND LAWS OF THE UNITED STATES.

IN WITNESS WHEREOF, THE UNDERSIGNED RENE CAMPS AND ELISEO CHAO, HAVE MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES AFORESAID, ON THIS 3rd DAY OF November, 1998.



RENE CAMPS

STATE OF FLORIDA
COUNTY OF COLLIER

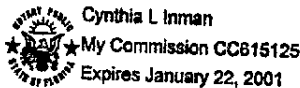
THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS
3rd DAY OF November, 1998, BY RENE CAMPS, WHO
IS _____ PERSONALLY KNOWN TO ME OR ☒ WHO PRODUCED
IDENTIFICATION
FLDL CS12-720-50-200-0 AND WHO DID
TAKE AN OATH.

Cynthia L. Inman
NOTARY PUBLIC

Cynthia L. Inman
PRINT NAME OF NOTARY

My Commission Expires:

{SEAL}



Eliseo Chao
ELISEO CHAO

STATE OF FLORIDA
COUNTY OF COLLIER

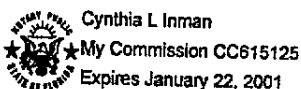
THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME
THIS 3rd DAY OF November, 1998, BY ELISEO CHAO,
WHO IS _____ PERSONALLY KNOWN TO ME OR ☒ WHO PRODUCED
IDENTIFICATION
FLDL C000-200-30-303 AND WHO DID
TAKE AN OATH.

Cynthia L. Inman
NOTARY PUBLIC

Cynthia L. Inman
PRINT NAME OF NOTARY

My Commission Expires:

{SEAL}



AGENT'S APPOINTMENT AND ACCEPTANCE

WE, RENE CAMPS AND ELISEO CHAO, THE INCORPORATORS OF SOUTHERN HYDROSEEDING, INC., DO HEREBY UNANIMOUSLY APPOINT RENE CAMPS AS REGISTERED AGENT, FOR SERVICE OF PROCESS OF SOUTHERN HYDROSEEDING, INC.

Eliseo Chao
ELISEO CHAO

Rene Camps
RENE CAMPS

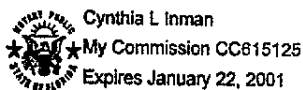
STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 3rd DAY OF November, 1998, BY **ELISEO CHAO**, WHO IS PERSONALLY KNOWN TO ME OR ☒ WHO PRODUCED IDENTIFICATION FLDL CDDO-200-30-303 AND WHO DID TAKE AN OATH.

Cynthia L. Inman
NOTARY PUBLIC
Cynthia L. Inman
PRINT NAME OF NOTARY

{SEAL}

My Commission Expires:



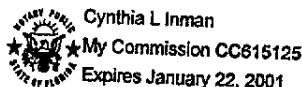
STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 3rd DAY OF November, 1998, BY DENISE RENE CAMPS, WHO IS PERSONALLY KNOWN TO ME OR ☒ WHO PRODUCED IDENTIFICATION FLDL C512-720-50-260-0 AND WHO DID TAKE AN OATH.

Cynthia L. Inman
NOTARY PUBLIC
Cynthia L. Inman
PRINT NAME OF NOTARY

{SEAL}

My Commission Expires:



I, RENE CAMPS, HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT FOR
SERVICE OF PROCESS.


RENE CAMPS

STATE OF FLORIDA

COUNTY OF COLLIER

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 3rd
DAY OF November, 1998, BY DENISE RENE CAMPS, WHO IS
PERSONALLY KNOWN TO ME OR ☒ WHO PRODUCED IDENTIFICATION
FLDL CS12-720-50-200-0 AND WHO DID TAKE AN
OATH.


NOTARY PUBLIC

Cynthia L. Inman
PRINT NAME OF NOTARY

{SEAL}

My Commission Expires:



Cynthia L. Inman

My Commission CC615125

Expires January 22, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV - 4 AM 8:58