

TERRY T. NEAL, P.A.

ATTORNEY AT LAW

January 26, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

100002757351--7

-01/28/99--01060--009
*****122.50 *****78.75

Re: **44 SOD FARM, INC.**

Gentlemen:


Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is this firm's trust account check in the amount of \$122.50 which represents the filing fee, resident agent fee and fee for one certified copy of the Articles of Incorporation.

If you have any questions concerning the enclosures, please do not hesitate to contact me by collect telephone call at 352/323-8000.

Thank you for your attention herein.

Sincerely,



TERRY T. NEAL

TTN/als
Enclosures

Corporations\SecretaryState\Letter

FILED
99 JAN 28 PM 12:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

44 SOD FARM, INC.

FILED
99 JAN 28 PM 12:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 607, Florida Statutes.

ARTICLE I

NAME

The name of the corporation is 44 SOD FARM, INC. and its principal place of business is 13992 North U.S. Hwy. 301, Oxford, FL 34484 with a mailing address of the same.

ARTICLE II

GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have the authority to issue is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are filed by the Secretary of State of the State of Florida, and shall exist perpetually.

ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of this corporation and the initial registered office are:

LARRY BROWN
13992 North U.S. Hwy. 301
Oxford, FL 34484

ARTICLE VI
MANAGEMENT

Pursuant to the provisions of Section 607.0801(3), Florida Statutes, the business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

ARTICLE VII
OFFICERS

The names and mailing addresses of each of the officers of the corporation are:

President	LARRY BROWN 13992 North U.S. Hwy. 301 Oxford, FL 34484
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Vice President	RODNEY WEEKLEY Post Office Box 1765 Apopka, FL 32704
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Secretary/Treasurer	WAYNE BROWN Post Office Box 160 Oxford, FL 34484
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ARTICLE VIII
INCORPORATORS

The name and address of the sole incorporator is:

Name

Address

LARRY BROWN

13992 North U.S. Hwy. 301
Oxford, FL 34484

ARTICLE IX
AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X
BYLAWS

The power to adopt, amend or repeal the Bylaws shall be reserved to the shareholders of this corporation.

ARTICLE XI
INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of JANUARY, 1999.



LARRY BROWN

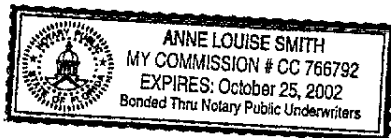
STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LARRY BROWN, known to me to be the person described in and who executed the foregoing document and who acknowledged before me that he executed the same for the uses and purposes set forth therein, and the said LARRY BROWN is personally known to me yes (yes/no) or who produced State of Florida Driver's License No. _____ as identification.

WITNESS my hand and official seal in the State and County last aforesaid this 21st day of January, 1999.

Anne Louise Smith
Signature of Notary

ANNE LOUISE SMITH
Print Name of Notary
NOTARY PUBLIC-STATE OF FLORIDA



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in these Articles of incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

LARRY BROWN
Registered Agent

FILED
99 JAN 28 PM 12:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA