



ANDREW M. CHANSEN

ATTORNEY-AT-LAW
125 CRAWFORD BLVD.
BOCA RATON, FL 33432

Telephone: 561.368.9800
Broward: 954.426.0440
Toll-Free: 1.888.686.9200
Facsimile: 561.368.5840

P99000032922

April 5, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600002830106--1
-04/06/99--01010--005
****122.50 *****78.75

Re: Articles of Incorporation - Green Earth Sod, Inc.

Dear Sirs:

Enclosed are the original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent concerning the above-referenced matter.

Also enclosed is a check for \$122.50 to cover the filing fee.

Please return a certified copy of the Articles of Incorporation and Designation of Registered Agent to this office.

Thank you for your courtesies in this matter.

Cordially,

ANDREW M. CHANSEN

AMC:jm

enc.

cc: K. Resmondo

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR -6 AM 10:26

FILED

ARTICLES OF INCORPORATION
OF

Green Earth Sod, Inc.

FILED
99 APR -6 AM 10:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation is:

Green Earth Sod, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale 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.

ARTICLE VI - INITIAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is: c/o Mr. Reuben Kenneth Resmondo, Jr., P O Box 1655, Belle Glade, FL 33430, and the name of the initial Registered Agent of this corporation is: Andrew M. Chansen, Esquire, 125 Crawford Boulevard, Boca Raton, FL 33432.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The name and address of the initial Board of Directors of this corporation is:

Reuben Kenneth Resmondo, Jr., P O Box 1655, Belle Glade, FL 33430
Sharon A. Resmondo, P O Box 1655, Belle Glade, FL 33430

ARTICLE VIII - INCORPORATION

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

Reuben Kenneth Resmondo, Jr.

ARTICLE IX - COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall commence on the date of Subscription and Acknowledgment of these Articles of Incorporation.

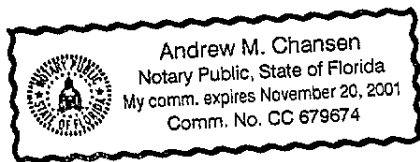
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 02 day of April, 1999.



REUBEN KENNETH RESMONDO, JR.

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2 day of April, 1999, by REUBEN KENNETH RESMONDO, JR., who is personally known to me and who did take an oath.





NOTARY PUBLIC

Notary's Printed Name
Serial # _____

My Commission Expires:

INDICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHO PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That Green Earth Sod, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Belle Glade, FL 33430, County of Palm Beach, State of Florida, has named Andrew M. Chansen, Esquire, 125 Crawford Boulevard, Boca Raton, Florida 33432, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATING AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
ANDREW M. CHANSEN, ESQUIRE

