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ADRIAN R. CASTRO
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July 20, 1999

Secretary State of Florida
Division of Corporation
P.O. BOX 6327
Tallahassee, FL 32314

FILED
99 JUL 23 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


100002939871--5
-07/23/99-01046-002
*****78.50 *****78.50

Re: FARMERS SOD, INC.

Dear Sirs:

Enclosed please find an original and a copy of the Articles of Incorporation of Farmers Sod, Inc., to be filed with your department. Also enclosed please find a check in the amount of \$78.50 for filing fee.

Sincerely,


ADRIAN R. CASTRO

ARC\tms
enclosure

CALLMON-CASE JUL 29 1999

ARTICLES OF INCORPORATION
OF
FARMERS SOD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, a natural person, competent to contract, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of creating a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is:

FARMERS SOD, INC.

ARTICLE II

NATURE OF BUSINESS

The Corporation is authorized to provide sale and installation of sod and engage in all other lawful business and any other transactions permitted under the laws of the United States and the State of Florida.

The Corporation shall have as many branches as may be deemed necessary.

ARTICLE III

CAPITAL STOCK

The Corporation shall be authorized to issue shares of common stock.

The maximum number of shares of common stock that the Corporation is authorized to have outstanding at any time is one hundred (100) shares, of no par value.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the stockholders of the Corporation at any regular or special meeting.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the Corporation shall begin business is not less than five hundred (\$500.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence which shall commence at the time of filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE VI

ADDRESS

The initial street address of the principal office of the corporation is: 2409 Texas Avenue, Tampa, FL 33629.

The Board of Directors may, from time to time, designate such other address and place for the principal office of the Corporation as it may deem fit.

ARTICLE VII

MANAGEMENT

The number of directors of this Corporation shall be no less than one.

The number of directors may be increased, or decreased from time to time, by the By-Laws adopted by the stockholders but shall never be more than three. Directors need not be stockholders.

ARTICLE VIII

BOARD OF DIRECTORS

There shall be one director as the first Board of Directors. The name of the member of the first Board of Directors who shall serve until the first annual meeting, or until a successor shall have been elected and qualified is:

NAME:

EZEQUIEL LOPEZ

ADDRESS:

2409 Texas Avenue, Tampa, FL 33629

ARTICLE IX
INCORPORATORS

The name and address of the Incorporator of the Corporation is:

NAME:

ADDRESS:

EZEQUIEL LOPEZ

2409 Texas Avenue, Tampa, FL 33629

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be proposed by the stockholders and approved at the stockholders' meeting by a majority vote of those stockholders entitled to vote thereon unless all stockholders sign a written statement manifesting their intention regarding a certain amendment to these Articles of Incorporation.

ARTICLE XI
TAX OPTIONS

The Corporation, and the parties hereto, may take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code and the regulation issued thereunder.

The Corporation, and the parties hereto, are authorized to execute such documents as is necessary to qualify the corporation as a small business corporation under the Internal Revenue Code Section 1362.

ARTICLE XII

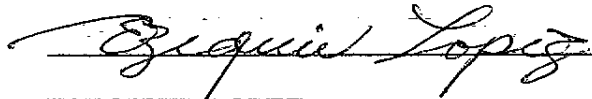
REGISTERED AGENT

The Registered Agent and initial Registered Office upon whom process may be served is:

EZEQUIEL LOPEZ, 2409 Texas Avenue, Tampa, FL 33629.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, acknowledge and
file the foregoing Articles of Incorporation under the laws of the State of Florida, this

20 day of July, 1999.

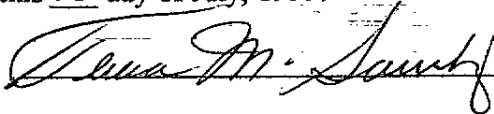
 (SEAL)
EZEQUIEL LOPEZ

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared, EZEQUIEL LOPEZ, , to me well known and known
to me to be the person described in the foregoing Articles of Incorporation and who executed the
same for the purposes therein stated.

Sworn to and subscribed before me this 20 day of July, 1999.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

PREPARED BY:

ADRIAN R. CASTRO, ESQUIRE
705 E. Kennedy Blvd.,
Tampa, FL 33602
(813) 229-9195

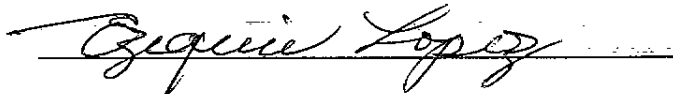


Teresa M. Sanchez
MY COMMISSION # CC654064 EXPIRES
August 17, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT AND ACCEPTANCE OF RESIDENT AGENT

The undersigned, EZEQUIEL LOPEZ, 2409 Texas Avenue, Tampa, FL 33629, having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree and accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Dated this 20 day of July, 1999.



EZEQUIEL LOPEZ,
2409 Texas Avenue
Tampa, FL 33629

FILED
99 JUL 23 AM 10 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA