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Sara B. Howeller
Attorney

Secretary of State
Division of Corporations
New Filings
P O Box 6327
Tallahassee FL 32314

RE: Orlando Sod, Inc.

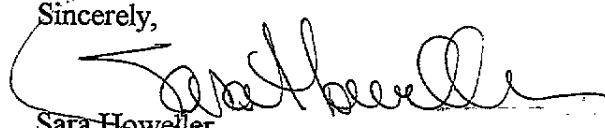
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*****78.75 *****78.75

Dear Sirs:

Enclosed please find the original Articles of Incorporation for a Corporation titled Orlando Sod, Inc.. I have enclosed a check for \$78.75 and would request that you file the articles and the designation and acceptance of registered agent and return a certified copy of the articles to the corporation in the enclosed envelope.

Please notify me if anything further is required. Thank you for your assistance.

Sincerely,



Sara B. Howeller
SBH/rb
enc.

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TALLAHASSEE, FLORIDA

P O Box 1044
Goldenrod, FL 32733-1044
(407) 644 6998 / (407) 665 5370
Facsimile (407) 328 3259

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ARTICLES OF INCORPORATION
OF ORLANDO SOD, INC.
A FLORIDA CORPORATION

Article 1. Name: The name of the Corporation is: Orlando Sod, Inc.

Article 2. Duration: The duration of the Corporation is perpetual.

Article 3. Purposes: The purpose of the Corporation is as follows:

A. This corporation is a for profit corporation organized under Chapter 607, Florida Statutes. It is organized for the purpose of growing, harvesting and marketing sod, and for any other such lawful purpose as determined by its Directors as permitted by its By-Laws.

Article 4. Authorized Shares: The Corporation shall be authorized to issue 1000 shares, all common.

Article 5. Address of the Corporation: The Corporation shall be located at 25704 East Highway 50, Christmas, FL. The mailing address shall be P.O. Box 250, Christmas, FL 32709.

Article 5. Initial Registered Agent and Office: The initial registered agent is Meredith Nettles, 25704 East Highway 50, Christmas, FL. The mailing address is P.O. Box 250, Christmas, FL 32709.

Article 6. Initial Board of Directors. The initial Board of Directors shall have two directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Todd Nettles	P.O. Box 250, Christmas, FL 32709
Meredith Nettles	P.O. Box 250, Christmas, FL 32709

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the bylaws.

Article 7. Officers: The officers of the Corporation shall consist of a President and Vice President. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Meredith Nettles	P O Box 250 Christmas, FL 32709
Vice President	Todd Nettles	P O Box 250 Christmas, FL 32709

TALLAHASSEE, FLORIDA

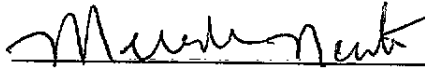
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Article 8. Incorporators: The names and addresses of the incorporators of this corporation are:


<u>Name</u>	<u>Address</u>
Meredith Nettles	P O Box 250, Christmas, FL 32709

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this date of November 6, 1991.


Meredith Nettles
Incorporator/President

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I accept designation as registered agent, and acknowledge that I am familiar with the rules and responsibilities regarding this position.


Meredith Nettles

address: P O Box 250, Christmas, FL 32709
25704 E. Highway 50, Christmas, FL 32709

ALL MOBILE, FLORIDA

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ARTICLE 5. BOOKS, RECORDS AND REPORTS

The books, records, and reports of the Corporation, including account records, balance sheets, and other financial statements shall be prepared in conformity with generally accepted accounting procedures and shall be maintained at the offices of the Corporation.

Any Board of Directors member may view or inspect the records at any time, provided, however, that he shall not disclose them to another party without consent of the Board of Directors.

ARTICLE 6. OPERATION

The Corporation will be authorized to issue up to 1000 shares of common stock. The Board of Directors shall determine whether dividends shall be paid and in what amount dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Directors or Officers without full consideration.

ARTICLE 7. FISCAL YEAR

The fiscal year of the Corporation shall be the period selected by the Board of Directors as the taxable year of the Corporation for federal income tax purposes.

ARTICLE 8. SEAL

The corporate seal shall bear the name of the Corporation between two concentric circles, and in the inside of the inner circle shall be the year of incorporation.

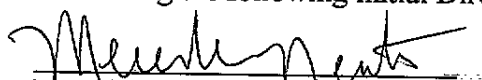
ARTICLE 9. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Corporation Act.

ARTICLE 10. AMENDMENTS

These Bylaws may be altered, amended, or replaced, and new Bylaws may be adopted by the Board of Directors.

These Bylaws have been entered into this 10 day of November, 1999 by and among the following initial Directors:


Meredith Nettles


Todd Nettles