

STATE OF ALABAMA
COUNTY OF SHELBY

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 10-2B-14.03
OF THE CODE OF ALABAMA

OF

ALABAMA TURF FARMS, INC.

Pursuant to the provisions of Section 10-2B-14.03 of the Code of Alabama, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving said corporation:

FIRST: The name of the corporation is Alabama Turf Farms, Inc.

SECOND: The dissolution was authorized on the FEBRUARY 22, 2002 by written consent of the shareholders.

THIRD: The Articles of Dissolution will take effect on the FEBRUARY 22, 2002 at 10:00 A.m.

Dated the FEBRUARY 22, 2002

Alabama Turf Farms, Inc.

BY: [Signature]
Robert Nathan Dyer
Its President

Alabama Turf Farms, Inc.

BY: [Signature]
Taylor Michael Brown
Its Secretary

STATE OF ALABAMA
SHELBY COUNTY

I, the undersigned authority, a Notary Public, do hereby certify that on this 22 of FEBRUARY 2002, personally appeared before me Robert Nathan Dyer, President and Taylor Michael Brown, Secretary, who, being by me first duly sworn, declared that they are the President and Secretary of Alabama Turf Farms, Inc., that they signed the foregoing document as President and Secretary of the corporation and that the statements therein contained are true.

[Signature]
NOTARY PUBLIC
Commission Expires 2/17/2003

02/27/2002-09544
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SHELBY COUNTY JUDGE OF PROBATE
002 MSB 30.00

Inst # 2002-09544

STATE OF ALABAMA
COUNTY OF SHELBY

**SHAREHOLDERS WRITTEN CONSENT TO
DISSOLUTION OF
ALABAMA TURF FARMS, INC.**

1. The undersigned are the only shareholders of Alabama Turf Farms, Inc., a corporation organized under the laws of the State of Alabama. We have determined that it would be in the best interest of the Corporation and its shareholders for the Corporation to be dissolved. Therefore, pursuant to Section 10-2B-14.02(f) of the Alabama Code, we hereby consent to the dissolution of the Corporation.

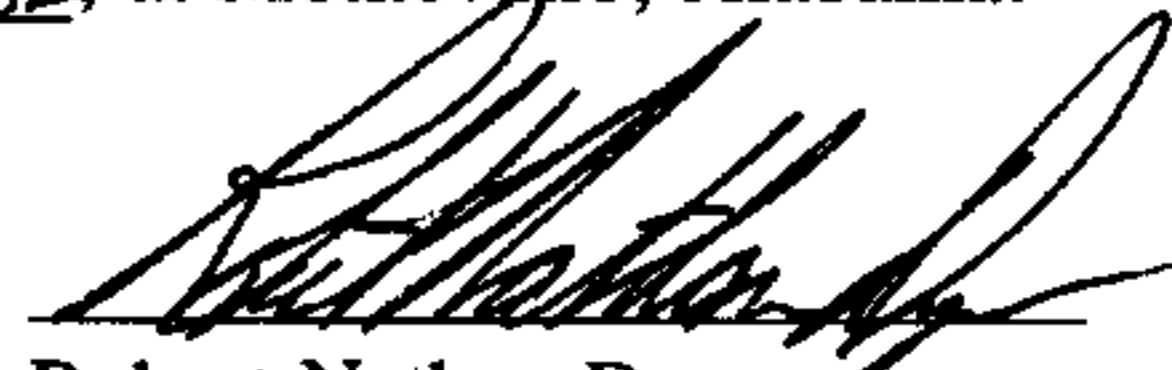
2. The shareholders further agree that the officers and Directors of the Corporation are authorized and directed to take all actions necessary to wind up the affairs of the Corporation, including the lease, sale, conveyance, or assignment of any or all of the Corporation's assets and to execute any documents or instruments necessary and incident thereto.

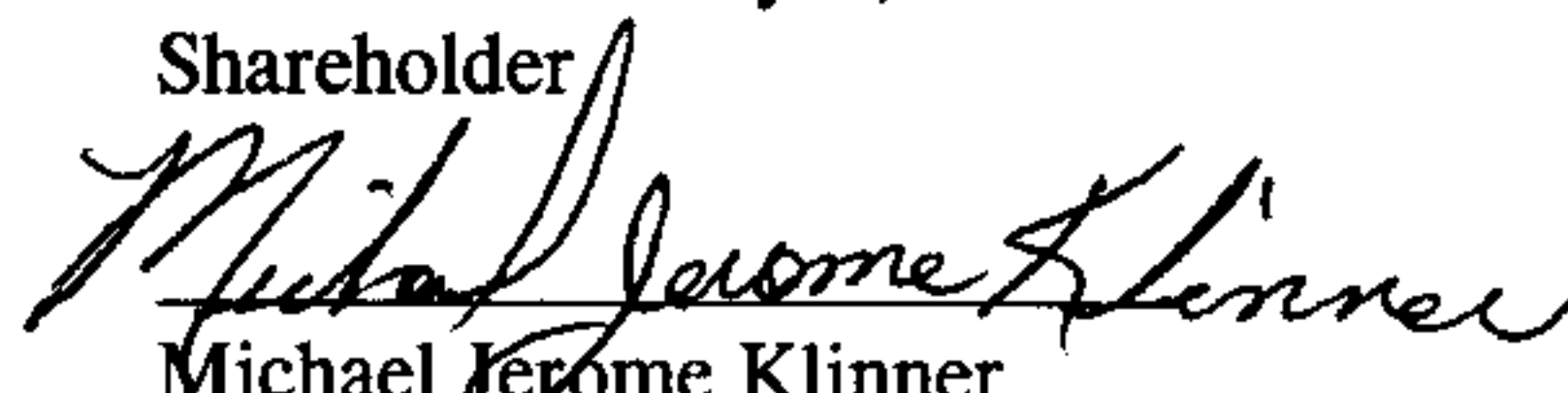
3. The shareholders further agree that the officers and Directors of the Corporation are authorized and directed to apply the assets of the Corporation, in cash or in kind, to the payment of its known debts and obligations. After disposing of the assets and making suitable provision for the payment of all of its known debts, the officers and Directors are authorized and directed to distribute the remainder of the Corporation's assets to the shareholders, according to their respective rights and interests.


4. The shareholders further agree that the officers and Directors of the Corporation are authorized and directed to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state, or local government in connection with or by reason of the liquidation and dissolution of the Corporation.

5. The shareholders further agree that on completion of all liquidation procedures, the officers and Directors of the Corporation are authorized and directed to file all documents required by law to complete the winding up of affairs and dissolution of the Corporation.

EXECUTED on FEBRUARY 22, 2002 at Montevallo, Alabama.


Robert Nathan Dyer,
Shareholder


Michael Jerome Kliner
Shareholder


Taylor Michael Brown
Shareholder

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