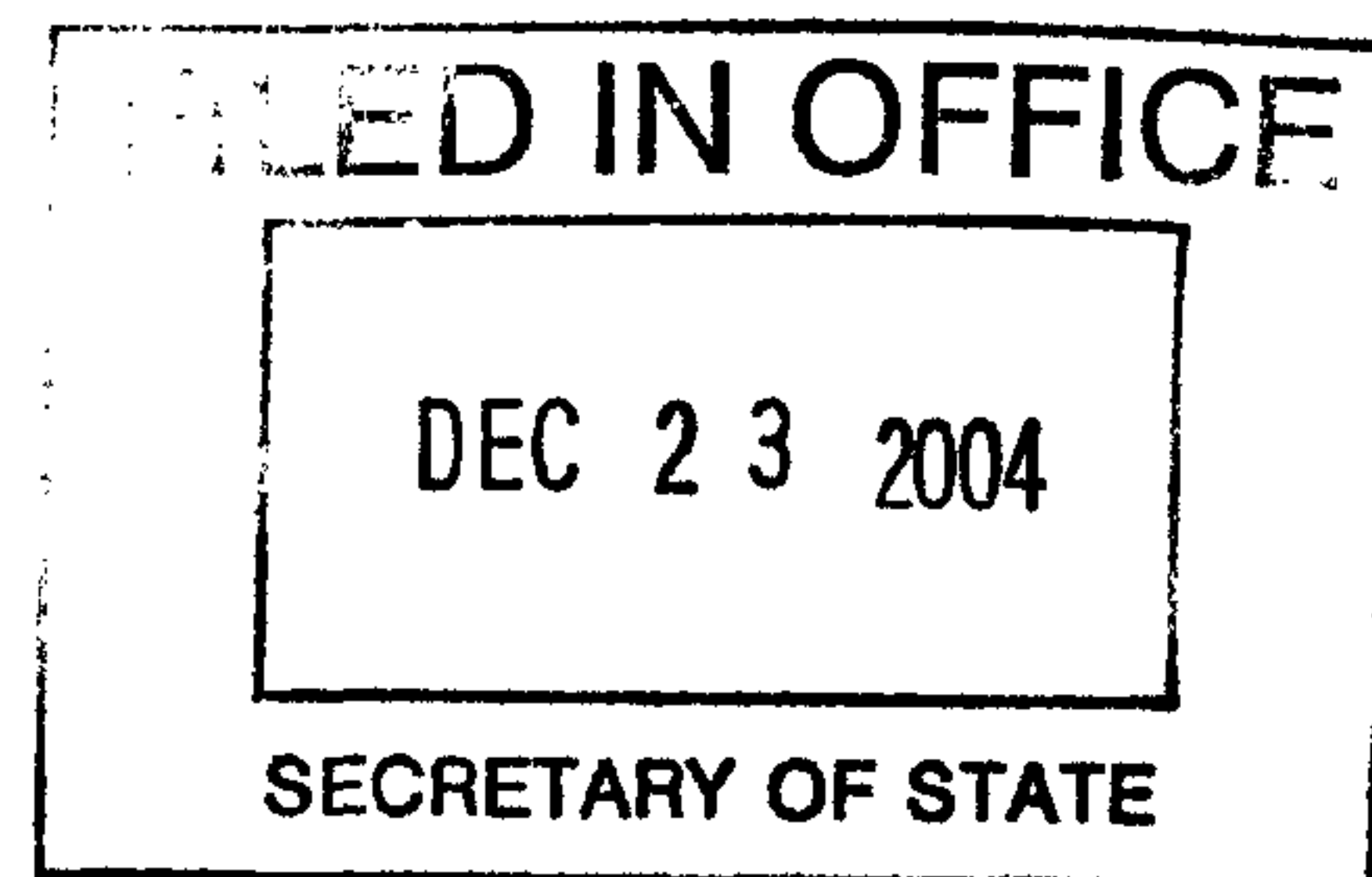


STATE OF ALABAMA

**DOMESTIC FOR-PROFIT CORPORATION
ARTICLES OF MERGER**

**PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE
UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF MERGER**

**ARTICLES OF MERGER
OF
R C SOD FARM, INC. INTO RAY SOD FARM, INC.**



20050104000001730 Pg 1/10 25.00
Shelby Cnty Judge of Probate, AL
01/04/2005 11:15:00 FILED/CERTIFIED

The following Articles of Merger are being filed pursuant to Alabama Code 10-2B-11.05 to reflect the merger of R C SOD FARM, INC., a corporation organized and existing under the laws of Alabama, with and into RAY SOD FARM, INC., a corporation organized and existing under the laws of Alabama:

1. Attached and marked Exhibit "A" and incorporated by reference, is a copy of the Merger Agreement, *Plan of Merger*.

2. The Merger Agreement in the form attached to this certificate was approved by R C SOD FARM, INC. and RAY SOD FARM, INC. in the following manner:

a. On this date, at a duly held meeting of the board of directors of this R C SOD FARM, INC., the board adopted a resolution approving the terms and conditions of the merger in accordance with the attached Merger Agreement, the authorized number of directors of this corporation being one, with one directors voting affirmatively for the resolution.

b. On this date, there was duly held a meeting of the shareholders of R C SOD FARM, INC., and at such meeting the terms and conditions of the attached agreement were approved by the vote of 1000 for and 0 against, constituting the vote of all of the outstanding shares of stock in R C SOD FARM, INC.

c. On this date, at a duly held meeting of the board of directors of this RAY SOD FARM, INC., the board adopted a resolution approving the terms and conditions of the merger in accordance with the attached Merger Agreement, the authorized number of directors of this corporation being one, with one directors voting affirmatively for the resolution.

d. On this date, there was duly held a meeting of the shareholders of RAY SOD FARM, INC., and at such meeting the terms and conditions of the attached agreement were approved by the vote of 100 for and 0 against, constituting the vote of all of the outstanding shares of stock in RAY SOD FARM, INC.

3. On the date the plan of merger was adopted, the vote of all of the shares of common stock of RAY SOD FARM, INC. was required to approve the merger. The number of shares of common stock voted for the plan was sufficient to adopt and approve the plan of merger.

RECEIVED

DEC 23 2004

SECRETARY OF STATE

4. On the date the plan of merger was adopted, the vote of all of the shares of common stock of R C SOD FARM, INC. was required to approve the merger. The number of shares of common stock voted for the plan was sufficient to adopt and approve the plan of merger.


5. The Articles of Incorporation of R C SOD FARM, INC. were filed for record on April 2, 2002 as Instrument 2002-15377 in the Office of the Judge of Probate of Shelby County, Alabama.

6. The Articles of Incorporation of RAY SOD FARM, INC. were filed for record on August 13, 2004 as Instrument 20040813000457430 in the Office of the Judge of Probate of Shelby County, Alabama.


7. The merger is to be effected on the date of the filing of the Articles of Merger.

Dated: December 18, 2004

[Corporate seal]


William Robert Ray (also known as
William Robert Ray, Jr.)
President, Sole Director and Sole Shareholder of
R C SOD FARM, INC.

[Corporate seal]


William Robert Ray (also known as
William Robert Ray, Jr.)
President, Sole Director and Sole Shareholder of
RAY SOD FARM, INC.

STATE OF ALABAMA
JEFFERSON COUNTY

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that William Robert Ray (also known as William Robert Ray, Jr. whose name as President, Sole Director and Sole Shareholder of R C SOD FARM, INC., a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer, director and shareholder, and with full authority, executed the same voluntarily, as an act of said corporation, acting in its capacity as aforesaid.

Given under my hand and official seal, this the 18 day of December, 2004.


NOTARY PUBLIC

My Commission Expires: 6/17/07

STATE OF ALABAMA
JEFFERSON COUNTY

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that William Robert Ray (also known as William Robert Ray, Jr. whose name as President, Sole Director and Sole Shareholder of RAY SOD FARM, INC., a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer, director and shareholder, and with full authority, executed the same voluntarily, as an act of said corporation, acting in its capacity as aforesaid.

Given under my hand and official seal, this the 18 day of December, 2004.


NOTARY PUBLIC

My Commission Expires: 6/17/07

EXHIBIT "A"

Merger Agreement (Plan of Merger)

This Merger agreement is made this the 18 day of December, 2004, between R C SOD FARM, INC., a corporation organized and existing under the laws of Alabama, with its principal office located at 8968 South Main Street, Wilsonville, Alabama, 35186, and RAY SOD FARM, INC., a corporation organized and existing under the laws of Alabama with its principal office located at 8968 South Main Street, Wilsonville, Alabama, 35186.

RECITALS

A. The total number of shares of stock which RAY SOD FARM, INC. is authorized to issue is 100 shares, divided into one class and assigned a \$1.00 par value

B. The total number of shares of stock which R C SOD FARM, INC. is authorized to issue is 1,000 shares, divided into one class of stock and assigned a \$1.00 par value.

C. The boards of directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that R C SOD FARM, INC. be merged into RAY SOD FARM, INC..

D. For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties, the constituent corporations agree, pursuant to Alabama Code 10-2B-11.01, that R C SOD FARM, INC. shall be merged into RAY SOD FARM, INC. as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of R C SOD FARM, INC. into shares or other securities of RAY SOD FARM, INC. as set forth below.

SECTION ONE

RAY SOD FARM, INC. TO BE SURVIVING CORPORATION

R C SOD FARM, INC. shall be merged into RAY SOD FARM, INC. and the corporate existence of R C SOD FARM, INC. shall cease and the corporate existence of RAY SOD FARM, INC. shall continue under the name RAY SOD FARM, INC, and RAY SOD FARM, INC. shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and RAY SOD FARM, INC. shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if RAY SOD FARM, INC. had itself incurred them.

SECTION TWO

PRINCIPAL OFFICE

EXHIBIT "A"

The principal office of RAY SOD FARM, INC. shall remain the principal office of the corporation following this merger.

SECTION THREE.

OBJECTS AND PURPOSES

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the corporation following the merger, are as follows: to transact the business of harvesting sod and all other business not forbidden by law.

SECTION FOUR

OBLIGATIONS OF R C SOD FARM, INC. ASSUMED BY RAY SOD FARM, INC.

The RAY SOD FARM, INC. corporation shall pay all debts and liabilities of each constituent corporation, and all debts and liabilities of each of the corporations shall attach to the surviving corporation, and may be enforced against it to the same extent as if they had been incurred or contracted by it, and all liens on the property of any of the corporations shall be preserved unimpaired.

SECTION FIVE

BYLAWS

The present bylaws of RAY SOD FARM, INC., insofar as not inconsistent with this agreement of merger, shall be the bylaws of the corporation following the merger until altered, amended, or repealed as currently provided in the bylaws.

SECTION SIX

NAMES AND ADDRESSES OF DIRECTORS

The name and address of the person who shall constitute the entire board of directors of RAY SOD FARM, INC., following merger, and who shall hold office until the first annual meeting of the shareholders of RAY SOD FARM, INC. following merger, is William Robert Ray (also known as William Robert Ray, Jr.

SECTION SEVEN

METHOD OF CONVERTING SHARES

Immediately upon this agreement of merger becoming effective, the shares of the constituent corporations shall, without any other action on the part of the respective holders of the shares, become and be converted into shares of stock of RAY SOD FARM, INC., as follows:

EXHIBIT "A"

The existing 100 shares of stock in RAY SOD FARM, INC. shall be subject to a two for one reverse split resulting in 50 outstanding shares of stock in RAY SOD FARM, INC. prior to this merger. Upon the consummation of this merger, the 1000 shares of stock in R C SOD FARM, INC. shall be converted into 50 shares of stock in RAY SOD FARM, INC., the surviving corporation.

SECTION EIGHT

DIVIDENDS PRIOR TO MERGER

Until this agreement of merger becomes effective or is abandoned, the constituent corporations may not pay dividends on their shares of stock of any class or series at their respective regular times and rates.

SECTION NINE

EXTRAORDINARY TRANSACTIONS

Neither corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this agreement.

SECTION TEN

SUBMISSION TO STOCKHOLDERS; EFFECTIVE DATE

This agreement shall be submitted to the stockholders of the constituent corporations in the manner provided by Alabama Code 10-2B-11.03, and if the votes of stockholders of each such corporation representing 100% of the total number of shares of its capital stock shall be in favor of the adoption of this agreement, it shall, subject to the provisions of Section Eleven of this agreement, take effect as the agreement of merger of the constituent corporations on the date on which it is filed in the office of the Secretary of State of Alabama, together with evidence of its adoption as required by law.

SECTION ELEVEN


ABANDONMENT OF MERGER

Anything to the contrary in this agreement notwithstanding, if the board of directors of RAY SOD FARM, INC. or the board of directors of R C SOD FARM, INC., should determine, either before or after the meeting of the stockholders of the respective corporations called to vote on the adoption or rejection of this agreement of merger, that for any legal, financial, economic, or business reason deemed sufficient by such board it is not in the interest of the corporation it represents, or the stockholders of such corporation, or is otherwise inadvisable or impracticable to consummate the merger, such board of directors may abandon the merger by directing the officers of the corporations to refrain from executing or filing this agreement of merger, and this agreement shall then be void and of no effect.

EXHIBIT "A"


The directors and shareholders of RAY SOD FARM, INC., and the directors and shareholders of R C SOD FARM, INC. have executed this agreement under their respective corporate seals at Birmingham, Alabama the day and year first above written.

[Corporate seal]



William Robert Ray (also known as
William Robert Ray, Jr.)
President, Sole Director and Sole Shareholder of
R C SOD FARM, INC.

[Corporate seal]




William Robert Ray (also known as
William Robert Ray, Jr.)
President, Sole Director and Sole Shareholder of
RAY SOD FARM, INC.

STATE OF ALABAMA
JEFFERSON COUNTY

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that William Robert Ray (also known as William Robert Ray, Jr. whose name as President, Sole Director and Sole Shareholder of R C SOD FARM, INC., a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer, director and shareholder, and with full authority, executed the same voluntarily, as an act of said corporation, acting in its capacity as aforesaid.

Given under my hand and official seal, this the 18 day of December, 2004,

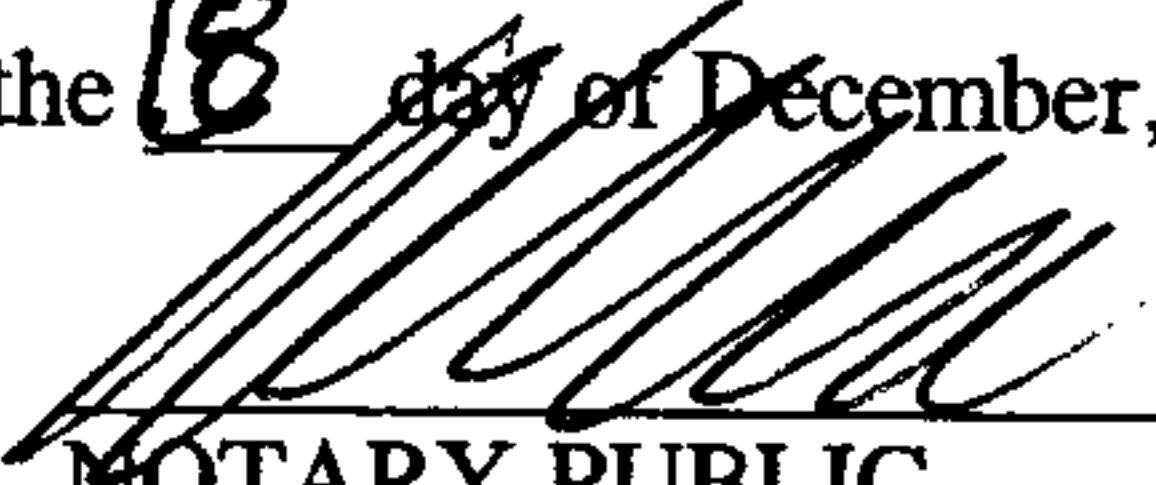


NOTARY PUBLIC
My Commission Expires: 6/7/07

STATE OF ALABAMA
JEFFERSON COUNTY

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that William Robert Ray (also known as William Robert Ray, Jr. whose name as President, Sole Director and Sole Shareholder of RAY SOD FARM, INC., a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer, director and shareholder, and with full authority, executed the same voluntarily, as an act of said corporation, acting in its capacity as aforesaid.

Given under my hand and official seal, this the 18 day of December, 2004,



NOTARY PUBLIC
My Commission Expires: 6/7/07

EXHIBIT "A"

CONSENT ACTION OF THE SHAREHOLDERS

OF

R C SOD FARM, INC.

ACTING PURSUANT TO THE LAWS OF THE STATE OF ALABAMA, THE UNDERSIGNED, BEING ALL OF THE SHAREHOLDERS OF R C SOD FARM, INC. (THE "CORPORATION"), DO HEREBY ASSENT, CONSENT AND AGREE THAT THE FOLLOWING SHALL HAVE THE SAME FORCE AND EFFECT AS A UNANIMOUS VOTE OF ALL OF THE SHAREHOLDERS OF THE CORPORATION, FOR AND IN FAVOR THEREOF, AND THAT SAID SHAREHOLDERS RELINQUISH AND WAIVE ANY AND EVERY RIGHT AND PRIVILEGE OTHERWISE TO HAVE SUCH ACTION TAKEN OR ADOPTED AT A SPECIAL OR ANNUAL MEETING OF THE SHAREHOLDERS OF THE CORPORATION CALLED FOR THAT PURPOSE ON NOTICE THEREOF DULY AND REGULARLY GIVEN, SUCH ACTION SO TAKEN AND ADOPTED BEING AS FOLLOWS:

RESOLVED, that the plan of merger this day proposed, pursuant to which this corporation will merge into RAY SOD FARM, INC. a corporation organized and existing under the laws of Alabama, in the manner and to the extent set forth in the draft agreement previously presented and read to this meeting, be and the same now is declared to be in the best interests of this corporation and is ratified, approved, and adopted.

Done this 18th day of December, 2004.



William Robert Ray (also known as William Robert Ray, Jr.) (Sole Shareholder)

EXHIBIT "A"

CONSENT ACTION OF THE SHAREHOLDERS

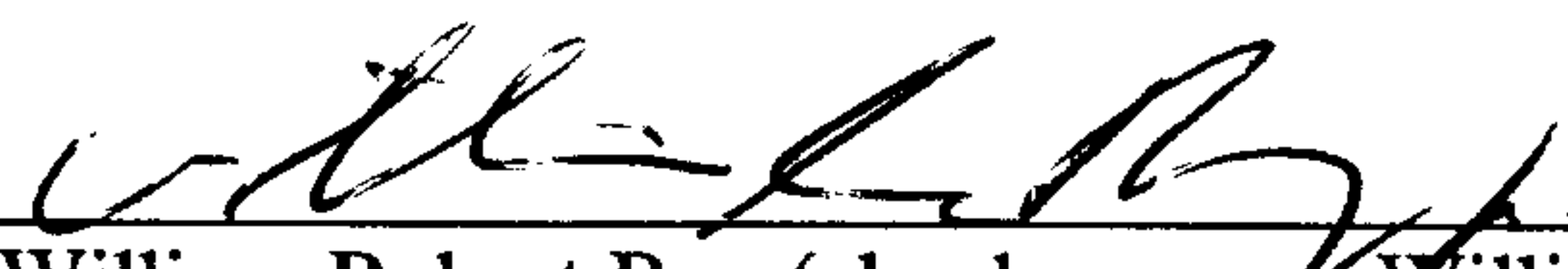
OF

RAY SOD FARM, INC.

ACTING PURSUANT TO THE LAWS OF THE STATE OF ALABAMA, THE UNDERSIGNED, BEING ALL OF THE SHAREHOLDERS OF RAY SOD FARM, INC. (THE "CORPORATION"), DO HEREBY ASSENT, CONSENT AND AGREE THAT THE FOLLOWING SHALL HAVE THE SAME FORCE AND EFFECT AS A UNANIMOUS VOTE OF ALL OF THE SHAREHOLDERS OF THE CORPORATION, FOR AND IN FAVOR THEREOF, AND THAT SAID SHAREHOLDERS RELINQUISH AND WAIVE ANY AND EVERY RIGHT AND PRIVILEGE OTHERWISE TO HAVE SUCH ACTION TAKEN OR ADOPTED AT A SPECIAL OR ANNUAL MEETING OF THE SHAREHOLDERS OF THE CORPORATION CALLED FOR THAT PURPOSE ON NOTICE THEREOF DULY AND REGULARLY GIVEN, SUCH ACTION SO TAKEN AND ADOPTED BEING AS FOLLOWS:

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Done this 18th day of December, 2004.



William Robert Ray (also known as William Robert Ray, Jr.)
(Sole Shareholder)

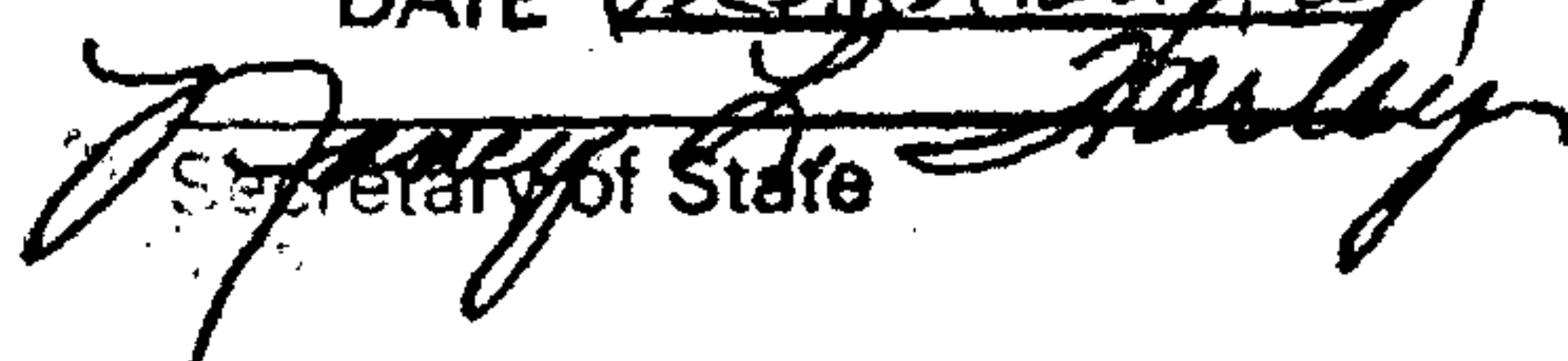
NOTARIAL PUBLIC
STATE OF ALABAMA
My Comm. Expires 12/31/2006
I hereby certify that the foregoing is a true and correct copy of the original as the same appears in my records.

Notary Public

20050104000001730 Pg 10/10 25.00
Shelby Cnty Judge of Probate, AL
01/04/2005 11:15:00 FILED/CERTIFIED

**Secretary of State
Office of The Secretary of State**

I hereby certify that this is a
true and correct copy of the
document(s) filed in this office
and certificate issued by this
office on December 23, 2004
DATE December 23, 2004


Secretary of State