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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
SOD GUYS, INC.**

We, the undersigned natural persons of the age of eighteen years or more, acting as Incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I.

1.01. The name of the Corporation is SOD GUYS, INC.

ARTICLE II.

2.01. The period of this Corporation's duration is perpetual.

ARTICLE III.

PURPOSES

3.01. The purposes for which the Corporation is organized are to conduct any and all lawful businesses for which corporations may be organized under the Idaho Business Corporation Act as from time to time authorized by its Board of Directors, including but not limited to:

(a) To provide fertilizer, water conservation, weed control and related lawn care products and services;

(b) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative association with any corporation, association, partnership, individual, or other legal entity for the carrying on of any business, or to enter into any general or limited partnership for the carrying on of any business;

(c) To engage in such other business operations and investments as are deemed prudent;

(d) To conduct business anywhere in the world; and

IDAHO SECRETARY OF STATE

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(e) To otherwise serve the convenience of the shareholders of the Corporation in carrying out and engaging in the above described purposes of the Corporation;

In pursuit of these purposes, the Corporation will have all the powers granted to it by law.

ARTICLE IV.

CAPITAL STOCK

4.01. The aggregate number of shares which the Corporation shall be authorized to issue shall be 50,000 shares. All shares issued by the Corporation shall be designated as "Common Stock" of the same class with a par value of \$1.00 per share.

ARTICLE V.

PREFERENCES, LIMITATIONS, AND RELATIVE RIGHTS

The limitations and relative rights in respect to the shares are as follows:

5.01. Common Stock. The Common Stock shall have the limitations and relative rights as hereinafter provided:

(a) Issuance. When payment for the consideration for which the shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and the holder thereof shall not be liable for any call. The shares will then be non-assessable.

(b) Voting. The holders of the Common Shares shall be entitled to elect the Board of Directors and shall otherwise have unlimited voting rights. Voting shall be on a one (1) vote per share basis.

In voting for the election of directors, cumulative voting is permitted, and each shareholder may accumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

5.02. Dividends. The record holders of the Common Shares shall share equally in all dividends declared by the Board of Directors; provided always, the Board of Directors may elect in its discretion not to declare dividends. The record of shareholders entitled to receive a dividend will be taken at the close of business on March 31, June 30, September 30 and December 31 (or if such date is not a business day, on the last prior business day).

ARTICLE VI.

REGISTERED OFFICE AND AGENT

6.01. The street address of its initial registered office is HC 76 Box 1090 (Raft River), American Falls, Idaho 83211, and the name of its initial registered agent at such address is Lynn J. Steadman.

ARTICLE VII.

DIRECTORS

7.01. Number. The number of Directors of this Corporation shall not be less than one (1) nor more than nine (9) as fixed from time to time by the Bylaws of the Corporation. The number of Directors constituting the present Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as Directors until the next annual meeting of Shareholders or until their successors are elected and shall qualify are:

Lynn J. Steadman
HC 76 Box 1090 (Raft River)
American Falls, Idaho 83211

Susan Steadman
HC 76 Box 1090 (Raft River)
American Falls, Idaho 83211

7.02. Qualification and Election of Directors. Directors need not be shareholders. Directors shall be elected at the annual meeting of the shareholders and shall hold office for a period of one (1) year, or until their successors have been duly elected and qualified. Any Directors may hold any other office in the Corporation. Should a vacancy occur for any reason, including an increase in the number of members, the remaining Directors may appoint a member to hold office during the unexpired term, provided that if the remaining Directors cannot agree upon a successor to fill the vacancy within thirty (30) days, they shall call a special meeting of the shareholders and the latter shall elect such Director.

7.03. Conflicts of Interest. No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if:

(a) the fact of such relationship or interest is disclosed or known to the Board of Directors or

committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consent of such interested Director; (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

7.04. Removal of Directors. Any Director may be removed from office by a majority of the other Directors, but only for cause. Additionally, the Shareholders may remove any Director from office by majority vote with or without cause. If any Director shall be removed from office pursuant to a Shareholders' vote as provided in this Article VII, the Shareholders of the Corporation may, at the meeting at which this removal is effected, elect such Director's successor. If the shareholders fail to elect successor Directors at such meeting or in the event a Director is removed by vote of the Directors, the remaining Directors, though less than a quorum, may fill such vacancy.

ARTICLE VIII.

OFFICERS

8.01. The officers of the Corporation may consist of a Chairman of the Board, a President, one or more Vice Presidents, a Secretary and a Treasurer, as determined by the Board of Directors. One person may hold more than one office as officer of the Corporation when approved by the Corporation's Board of Directors. Each officer shall be elected by a majority vote of the Board of Directors at a meeting duly held and constituted.

ARTICLE IX.

INCORPORATORS

9.01. The names of the Incorporators and their places of residence are as follows:

Lynn J. Steadman
HC 76 Box 1090 (Raft River)
American Falls, Idaho 83211

Susan Steadman
HC 76 Box 1090 (Raft River)
American Falls, Idaho 83211

ARTICLE X.

PRINCIPAL PLACE OF BUSINESS

10.01. The principal place of business of this Corporation shall be at HC 76 Box 1090 (Raft River), American Falls, Idaho 83211. The business of this Corporation may be carried on in all counties of the State of Idaho, in all states of the United States, and in all territories thereof, and in all foreign countries as the Directors shall determine.

ARTICLE XI.

SHAREHOLDERS MEETING

11.01. Annual Meeting. The annual meeting of the Shareholders shall be held at such place and time as are prescribed in the Bylaws of the Corporation, and notice of such meeting and of any special meeting of the shareholders shall be given in the manner and for the time provided in the Corporation's Bylaws.

11.02. Procedure at Meetings. At all meetings of the shareholders, a majority of the outstanding capital stock of said Corporation shall constitute a quorum, and each share of stock shall be entitled to one (1) vote, either in person or by proxy. Should a majority not be represented at any regular or special shareholders' meeting, adjournments may be taken from time to time without further notice until a sufficient number of shares are represented to hold such a meeting.

ARTICLE XII.

PRE-EMPTIVE RIGHTS

12.01. Each holder of any of the shares of the capital stock of the Corporation shall be entitled to a pre-emptive right to purchase or subscribe for any unissued stock to be issued by reason of any increase of the issued and outstanding capital stock of the Corporation. Provided, however, there shall be no pre-emptive right in any shareholder with respect to qualified stock options as defined in the Internal Revenue Code of 1986, as amended, or other incentive stock options granted to officers and/or employees of the Corporation and shares of capital stock issued pursuant to such options, provided that such stock options or the plan pursuant to which the stock option was issued was approved by a majority of the shareholders of the Corporation.

ARTICLE XIII.

LIABILITY OF SHAREHOLDERS

13.01. The private property of the shareholders shall not be liable for corporate obligations.

ARTICLE XIV.

BYLAWS

14.01. The Board of Directors or Shareholders by majority vote shall adopt and may from time to time amend, repeal or restate the Bylaws for the Corporation consistent with the Corporation's Articles of Incorporation.

ARTICLE XV.

RESTRICTIONS ON TRANSFER OF SHARES

15.01. The Common Stock, mentioned above, shall be subject to restrictions of transfer and alienation according to the rules now in effect and promulgated by the Idaho Securities Division and the Securities Act of 1933 as well as any amendments to either that may be subsequently adopted. All certificates of stock representing shares in the Corporation shall be marked with the following legend:

THE SHARES REPRESENTED HEREBY HAVE NEITHER BEEN REGISTERED UNDER THE FEDERAL SECURITIES ACT OF 1933 NOR UNDER THE LAWS OF ANY STATE AND ARE SUBJECT TO LIMITATIONS ON RESALE. THESE SECURITIES HAVE BEEN ACQUIRED FOR INVESTMENT PURPOSES ONLY AND MAY NOT BE SOLD OR TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT FOR THE SHARES OR THE OPINION OF APPROVED COUNSEL PRESENTED TO THE CORPORATION PRIOR TO THE PROPOSED TRANSFER OR ALIENATION THAT REGISTRATION IS NOT REQUIRED UNDER THE ACT AND IS ALSO NOT REQUIRED BY THE IDAHO SECURITIES DIVISION.

ARTICLE XVI.

RE-ACQUIRED SHARES

16.01. The Board of Directors shall have the power to create a fund for the purchase of the Corporation's stock by the Corporation. Any such shares so purchased shall be deemed to be authorized but unissued stock and shall be subject to pre-emptive rights, if any, of the remaining shareholders.

ARTICLE XVII.

AMENDMENT

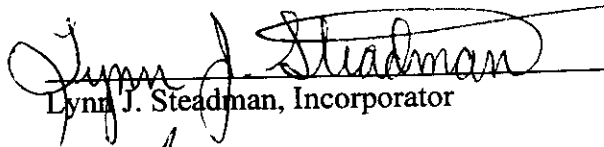
17.01. These Articles may be amended by the affirmative vote of a majority of the shares outstanding at a meeting called for that purpose upon giving of not more than thirty (30) days nor less than ten (10) days notice to all such shareholders of record; provided, however, that such a meeting may be called without notice when notice is waived in writing by all shareholders of the Corporation.

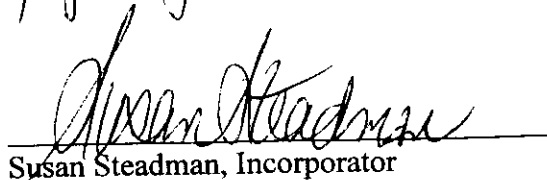
ARTICLE XVIII.

NOTICES

18.01. Any notices and time limitations to shareholders, directors or officers under these Articles of Incorporation or as required by the laws of the State of Idaho may be waived by such shareholder, director or officer in writing.

IN WITNESS WHEREOF, the Incorporators have hereunto set their hands this 25th day of May, 2001.


Lynn J. Steadman, Incorporator


Susan Steadman, Incorporator