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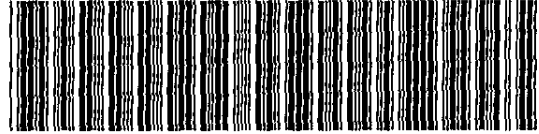
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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
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*Management Services Holdings  
of South Florida, Inc.*

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- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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**ARTICLES OF ORGANIZATION OF  
MANAGEMENT SERVICES HOLDINGS OF SOUTH FLORIDA, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I — Name:**

The name of the Limited Liability Company is: MANAGEMENT SERVICES HOLDINGS OF SOUTH FLORIDA, LLC.

**ARTICLE II — Address:**

The street address and mailing address of the principal office of the Limited Liability Company is: 789 South Federal Highway, Suite 310, Stuart, Florida 34994.

**ARTICLE III — Duration:**

The period of duration for the Limited Liability Company shall be: PERPETUAL.

**ARTICLE IV — Management/Members:**

The Limited Liability Company is to be managed by the members. Pursuant to Section 608.4235 of the Florida Limited Company Act, no member shall be an agent of the Limited Liability Company solely by virtue of being a member, and the agency authority of the members shall be limited by the terms and provisions of any Operating Agreement (as defined in Section 608.402(24)) adopted by the members.

The names of the initial Members are:

1. Concepts In Greenery Landscape Maintenance, Inc., a Florida Corporation.
2. Keith L. Cummings.
3. Donald L. Chasen.
4. Thomas P. Lucido.

**ARTICLE VI — Admission of Additional Members:**

New members shall only be admitted upon the unanimous written consent of the existing members.

**ARTICLE VI — Members' Rights to Continue Business**

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all the restrictions to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member.

IN WITNESS WHEREOF, I have signed these Articles of Organization on behalf of all of the members, and acknowledged them to be our act this 31 day of January, 2005.

  
\_\_\_\_\_  
JOSEPH D. GROSSO, JR., ESQ.  
AUTHORIZED AGENT

**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT OF  
MANAGEMENT SERVICES HOLDINGS OF SOUTH FLORIDA, LLC**

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

MANAGEMENT SERVICES HOLDINGS OF SOUTH FLORIDA, LLC, with its place of business at 789 South Federal Highway, Suite 310, Stuart, Florida 34994, has named Joseph D. Grosso, Jr., Esq., located at 789 South Federal Highway, Suite 310, Stuart, Florida 34994, as its agent to accept service of process within Florida.

Dated January 31, 2005.

  
\_\_\_\_\_  
JOSEPH D. GROSSO, JR., P.A.  
REGISTERED AGENT