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DOOLEY & DRAKE, P.A.

ATTORNEYS AT LAW

WILLIAM A. DOOLEY*

J. KEVIN DRAKE

DAVID A. ALTIER

*CERTIFIED MEDIATOR

1432 FIRST STREET
SARASOTA, FLORIDA 34236

TELEPHONE (941) 954-7750

FACSIMILE (941) 951-1509

November 13, 2000

The Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-11/14/00--01084--006
*****78.75 *****78.75

Re: AMERICAN ASSOCIATION OF LANDSCAPE CONTRACTORS, INC.

Gentlemen:

Enclosed please find the fully executed original and one copy of the Articles of Incorporation of AMERICAN ASSOCIATION OF LANDSCAPE CONTRACTORS, INC., together with the Designation of and acceptance by Registered Agent. Also enclosed is my firm's check in the amount of \$78.75 to cover the following fees:

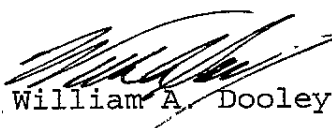
1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of and Acceptance by Registered Agent
3. \$ 8.75 - Certified copy of the above package

Please certify the enclosed copy of the Articles of Incorporation and return them to me in the envelope provided.

Thank you for your cooperation in this matter.

Very truly yours,

DOOLEY & DRAKE, P.A.


William A. Dooley

WAD\rmw

Enclosures

cc: Ms. Charlene Jean Lenger

AMERICAN ASSOC OF LANDSCAPE CONTRACTORS\TMSecState1113

FILED
00 NOV 14 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 16 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

AMERICAN ASSOCIATION OF LANDSCAPE CONTRACTORS, INC.

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

1. The name and principal office of this Corporation are:

AMERICAN ASSOCIATION OF LANDSCAPE CONTRACTORS, INC.
700 Indian Beach Circle
Sarasota, Florida 34243

ARTICLE II - PURPOSE

2. This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

3. This Corporation is authorized to issue ONE HUNDRED (100) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

4. The street address of the initial registered office of this Corporation is: 1432 First Street, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is: WILLIAM A. DOOLEY.

ARTICLE V - INITIAL BOARD OF DIRECTORS

5. The initial Board of Directors of this Corporation shall be:

CHARLENE JEAN LENGER
Address:
700 Indian Beach Circle
Sarasota, Florida 34243

ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO
BOARD OF DIRECTORS

6. This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

7. The name and address of the person signing these Articles is:

PLANT PARTNERS, INC.
A Florida Corporation
By It's President
CHARLENE JEAN LENGER
700 Indian Beach Circle
Sarasota, Florida 34243

ARTICLE VIII - BYLAWS

8. The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

ARTICLE IX - DURATION

9. The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

10. This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of November, 2000.

PLANT PARTNERS, INC.
a Florida Corporation



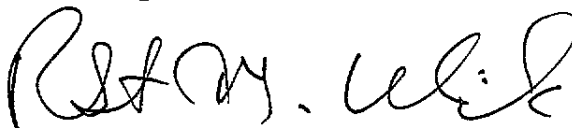
Charlene Lenger

By: CHARLENE JEAN Lenger
Its President

Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 13th
day of November, 2000, by **CHARLENE JEAN LENDER**, as President of
PLANT PARTNERS, INC., a Florida Corporation, who is personally
✓ known to me or who produced _____ as
identification, and who did not take an oath, and who stated that
she is authorized to sign as the Incorporator in this matter.



Notary Public

Print Name: _____

My Commission No. is: _____

My Commission expires: _____

[SEAL]

ROBERT M. WINICK
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXPIRES JUNE 16, 2001
COMMISSION NO. CC655823

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That **AMERICAN ASSOCIATION OF LANDSCAPE CONTRACTORS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Sarasota, County of Sarasota, State of Florida, has named **WILLIAM A. DOOLEY**, located at 1432 First Street, Sarasota, Florida 34236, County of Sarasota, State of Florida, its agent to accept service of process within this state.

**ACKNOWLEDGMENT:
(MUST BE SIGNED BY DESIGNATED AGENT)**

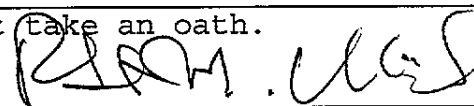
Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



WILLIAM A. DOOLEY
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 13th day of November, 2000, by **WILLIAM A. DOOLEY**, who is personally known to me or who produced _____ as identification and who did not take an oath.



NOTARY PUBLIC

Print Name: _____

My Commission Number is: _____

My Commission expires: **ROBERT M. WINICK**

[SEAL]

NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXPIRES JUNE 16, 2001
COMMISSION NO. CC655823