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Zimmer & Lawson Accounting Services





TRANSMITTAL LETTER

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Department of State
Division of Corporations
P.O. Box 6327,
Tallahassee, FL. 32314

Subject: Natural Landscape Solutions, Incorporated

Enclosed is an original and one copy of the Articles of Incorporation and a check for: \$78.75

From: Zimmer & Lawson Accounting Service, Inc.

2403 State Street,

Tampa, FL. 33609

813-354-8301



ARTICLES OF INCORPORATION OF NATURAL LANDSCAPE SOLUTIONS, INCORPORATED

THE UNDERSIGNED INCORPORATORS OF THESE ARTICLES OF INCORPORATION, A NATURAL PERSONS COMPETENT, HEREBY PRESENTS

THESE ARTICLES OF INCORPORATION FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I NAME

THE NAME OF THE CORPORATION IS; NATURAL LANDSCAPE SOLUTIONS, INCORPORATED.

ARTICLE II EXISTENCE

THE CORPORATION SHAL COME INTO EXISTENCE IMMEDIATELY
UPON THE FILING OF THESE ARTICLES OF INCORPORATION AND SHALL HAVE
A PERPETUAL EXISTENCE THEREAFTER.

ARTICLE III NATURE OF BUSINESS

THE NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED, PROMOTED, OR CARRIED ON ARE TO ENGAGE

IN ANY AND ALL LAWFUL BUSINESSES IN THE STATE OF FLORIDA, INCLUDING LANDSCAPING WITH NATURAL SOLUTIONS.

ARTICLE IV CAPITAL STOCK

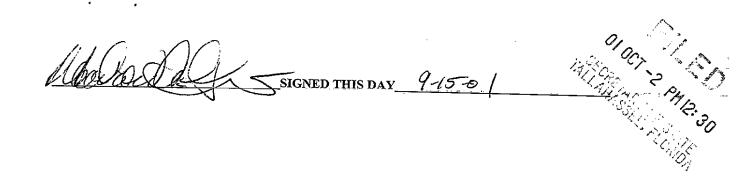
THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THE CORP-ORATION IS AUTHORIZED TO HAVE AT ANY ONE TIME IS 500 SHARES OF COMMON STOCK. WITH THE BREAKDOWN BEING MARY ELLEN HIGGINS 250 SHARES OF COMMON STOCK, AND WALLACE GROOVER 250 SHARES OF COMMON STOCK.

ARTICLE V INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS \$500.00.

ARTICLE VI ADDRESS & REGISTERED AGENT

BUSINESS OFFICE IS 405 E. NORTH STREET, TAMPA, FL. 33604 THE NAME
AND ADDRESS OF ITS INITIAL REGISTERED AGENT IS WOODROW A. GARCIA
405 E. NOTRHT STREET, TAMPA, FL. 33604. THE BOARD OF DIRECTORS FROM
TIME TO TIME MAY MOVE THE REGISTERED AGENTS OFFICE TO ANY OTHER OFFICE
IN THE STATE OF FLORIDA. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES
AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.



ARTICLE VII BOARD OF DIRECTORS

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF THOSE DIRECTORS WHOSE NAME AND ADDRESS ARE AS FOLLOWS;

PRESIDENT:

MARY ELLEN HIGGINS

SS# 066-42-7735

405 E. NORTH STREET TAMPA, FL. 33604

VICE PRESIDENT

WALLACE GROOVER SS# 265-04-3665 607 WARREN ROAD LUTZ, FL. 33549

ARTICLE VIII INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

MARY ELLEN HIGGINS SS# 066-42-7735

PRESIDENT

WALLACE GROOVER SS#265-04-3665

VICE PRESIDENT

ARTICLE IX CHAPTER "S'

THE DIRECTORS SHALL BE AUTHORIZED TO MAKE A

DECLARATION AS MAYBE NECESSARY TO CAUSE THE CORPORATION TO QUALIFY

FOR TREATMENT AS AN "S' CORPORATION UNDER SECTION 1362 OF THE INTERNAL

REVENUE CODE.

ARTICLE X AMENDMENTS

THE ARTICLE OF INCORPORATION MAYBE AMENDED IN THE MANNER AS PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS, AND APPROVED AT A SHAREHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON. UNLESS ALL DIRECTORS AND ALL THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE. ALL RIGHTS OF THE SHAREHOLDERS ARE SUBJECT TO THESE RESERVATIONS.

ARTICLE XI

THE SHAREHOLDERS OF THE COMMON STOCK OF THIS CORPORATION SHALL HAVE PRESCRIPTIVE RIGHTS TO THE SHARES OF COMMON STOCK OR ANY OTHER TYPE OF STOCK OF THIS CORPORATION HERE AFTER ISSUED.

INWITNESS WHEREOF, THE INCORPORATORS ABOVE NAMED, HERE

UNTO SET THEIR HANDS AND SEALS ON THIS _______DAY OF SEPTEMBER 2001.

FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS FOR THE

STATE OF FLORIDA AND MAKE, SUBSRIBE, ACKNOWLEDGE AND FILE IN THE OFFICE

OF THE SECREATRY OF THE STATE OF FLORIDA. THESE ARTICLES OF INCORPORATION AND CERTIFY THAT THE FACTS.

HEREIN STATED ARE TRUE

MARY ELLEN HIGGINS

WALLACE GROOVER