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PREPARED BY: [unclear]
ACCOUNT NO. : 072100000032
REFERENCE : 032196 9440A
AUTHORIZATION : *Patricia Pizzuti*
COST LIMIT : \$ 122.50

ORDER DATE : July 25, 1996
ORDER TIME : 1:27 PM
ORDER NO. : 032196
CUSTOMER NO: 9440A

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CUSTOMER: William A. Pfeuffer, Esq
BURZYNSKI & PFEUFFER
1124 Goodlette Road
Naples, FL 33940

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 25 AM 9:39

DOMESTIC FILING

NAME: GREEN ACRES HYDROSEEDING, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

g Tulep

RECEIVED
95 JUL 25 PM 2:16
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
GREEN ACRES HYDROSEEDING, INC.

96 JUL 25 AM 9:39

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GREEN ACRES HYDROSEEDING, INC.

The principal place of business and mailing address of this corporation shall be:

2426 Orchid Bay Drive, #F-103
Naples, Florida 33942

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock at \$1.00 par value.

ARTICLE IV. REGISTERED AGENT.

Initial registered office of the corporation shall be:

1124 Goodlette Road
Naples, FL 33940

and the name of the initial registered agent shall be:

WILLIAM A. PFEUFFER

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. ELECTION OF SUBCHAPTER S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX. DIRECTORS

This corporation shall have one (1) officer and director initially. The name and street address of the initial Board of Directors, who shall hold office for the first year of the corporation, or until successors are elected or appointed, is:

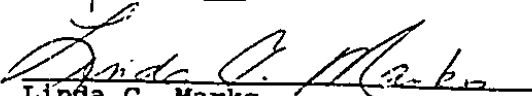
Linda C. Marks
2426 Orchid Bay Drive, #F-103
Naples, Florida 33942

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Linda C. Marks
2426 Orchid Bay Drive, #F-103
Naples, Florida 33942

IN WITNESS WHEREOF, the undersigned has hereto set forth her hand and seal on this 23rd day of July, 1996.


Linda C. Marks
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS


96 JUL 25 AM 9:39

Before me personally appeared LINDA C. MARKS, who upon being duly sworn states that she is the incorporator for GREEN ACRES HYDROSEEDING, INC.

SWORN TO AND SUBSCRIBED before me this 23 day of July, 1996.



OFFICIAL SEAL
WILLIAM A. PFEUFFER
My Commission Expires
May 10, 1997
Comm. No. CC 207594


Print Name: William A. Pfeuffer
Notary Public - State of Florida
My Commission Expires:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.


WILLIAM A. PFEUFFER