

**ROGERS, BOWERS, DEMPSEY AND PALADINO**

**ATTORNEYS**

**FLAGLER CENTER TOWER  
505 SOUTH FLAGLER DRIVE  
SUITE 1330  
WEST PALM BEACH, FLORIDA 33401**

**ROBERT O. ROGERS  
DAVID E. BOWERS  
W. GLENN DEMPSEY  
RICHARD PALADINO**

**TELEPHONE (407) 655-6980  
TELECOPIER (407) 655-9480**

**December 31, 1996**

**P96000104049**

400002046234-1-3  
-01/06/97-01007-006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301**

**FILED  
97 JAN -6 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**In Re: BLC Acquisition Corporation**

**Dear Sir:**

Enclosed you will find an original and a duplicate copy of the Amendment to the Articles of Incorporation of BLC Acquisition Corporation. In the Amendment, the BLC Acquisition Corporation changes its name to Boynton Landscape Company, Inc. As your records will indicate, the name Boynton Landscape Company is presently being used by an existing corporation. Enclosed with this letter are Articles of Dissolution for the existing corporation. After the Articles of Dissolution for the existing corporation have been recorded, the name "Boynton Landscape Company" will then be available for adoption by BLC Acquisition Corporation.

I would appreciate it if you file the original Amendment in your office as soon as possible. After the Amendment has been filed, the copy of the Amendment should then be certified and returned to my office at 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401.

You will also find enclosed a check in the amount of \$87.50, in payment of the filing fee and the cost of the certified copy. Finally, you will find enclosed a self-addressed, stamped envelope to be used in returning the certified copy of the Amendment to my office.

*Name change  
LPT  
1-17-96*

Thank you for your assistance in this matter. If you should have any questions, please give me a call.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO



W. Glenn Dempsey

WGD/caw  
Enclosures  
a/s

cc: Robert R. Horner, Jr.  
James D. Sturrock, Jr.  
Gerald J. Wygant, Jr.  
Wm. Reeves King, Esq.

**ROGERS, BOWERS, DEMPSEY AND PALADINO**

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WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS  
DAVID E. BOWERS  
W. GLENN DEMPSEY  
RICHARD PALADINO

January 15, 1997

TELEPHONE (561) 655-8980  
TELECOPIER (561) 655-9480

PERSONAL & CONFIDENTIAL

Ms. Louise Jackson  
Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

In Re: Boynton Landscape Company

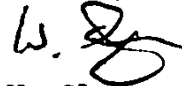
Dear Ms. Jackson:

Enclosed is the Affidavit that you had requested regarding the Articles of Dissolution that I recently filed with the Secretary of States office for Boynton Landscape Company. I would appreciate it if you would file the Articles of Amendment that I had filed with the Secretary of States Office for BLC Acquisition Corporation, which changes the name of BLC Acquisition Corporation to "Boynton Landscape Company, Inc."

Thank you for your assistance in this matter. If you should have any questions, please give me a call.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO



W. Glenn Dempsey

WGD/cr

Enclosures

cc: Robert R. Horner, Jr.

FILED  
97 JAN -6 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT REGARDING DISSOLUTION OF  
BOYNTON LANDSCAPE COMPANY**

I, ROBERT R. HORNER, JR., as Vice President of BOYNTON LANDSCAPE COMPANY, a dissolved Florida corporation, hereby affirm to the Florida Secretary of States Office that the Articles of Dissolution of the Corporation will not be revoked, and that the Corporation wishes to make its name available for adoption by BLC ACQUISITION CORPORATION.

BOYNTON LANDSCAPE COMPANY, a  
dissolved Florida corporation

By: *Robert R. Horner*  
ROBERT R. HORNER, JR., Vice  
President

STATE OF FLORIDA        )  
                                  ) s.s.  
COUNTY OF PALM BEACH )

16<sup>th</sup> The foregoing instrument was acknowledged before me this day of January, 1997, by ROBERT R. HORNER, JR., the Vice President of BOYNTON LANDSCAPE COMPANY, a dissolved Florida corporation, who is either personally known to me or who has produced his driver's license as identification.

[NOTARY PUBLIC SEAL]  
Christine G. Ruffini  
Notary Public, State of Florida  
Commission No. CC 432003  
My Commission Expires 03/09/99  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

*Christine G. Ruffini*  
Notary Public

AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
BLC ACQUISITION CORPORATION

FILED

97 JAN -6 PM 12:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the Articles of Incorporation of BLC ACQUISITION CORPORATION, a Florida corporation, are hereby amended as follows:

1. Article I of the Articles of Incorporation of BLC ACQUISITION CORPORATION is hereby deleted in its entirety, and in its place and stead is substituted the following:

"ARTICLE I - NAME

The name of this corporation is BOYNTON LANDSCAPE COMPANY, INC."

2. The foregoing amendment was adopted by the sole stockholder and the Board of Directors of BLC ACQUISITION CORPORATION by unanimous written consent on December 27, 1996.

IN WITNESS WHEREOF, ROBERT R. HORNER, JR., the President and Secretary of BLC ACQUISITION CORPORATION has executed this Amendment to the Articles of Incorporation this 27th day of December, 1996.

  
\_\_\_\_\_  
ROBERT R. HORNER, JR.,  
President and Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27th day of December, 1996, by ROBERT R. HORNER, JR., the President and Secretary of BLC ACQUISITION CORPORATION, who is either personally known to me or who produced his driver's license as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida

[NOTARIAL SEAL]

44cr/BLC.amd

