

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

P9700042675

of _____
 RE: Tropical Touch
Landscaping, Inc.

NAME _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

C. FEE. DISBURSED
 Capital Express™
 Art. of Amend. File
 Dissolution/Withdrawal
 U.S.
 Fictitious Name File
 Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing
 Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval
 UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s, Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep.
 FAX () pgs.

Art. of Amend. File 300002177833-4
 Dissolution/Withdrawal -05/14797--01028--001
 C U S- *****70.00 *****70.00

SUBTOTALS

| | |
|--------------------------------|----|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| SURCHARGE..... | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL..... | \$ |
| PREPAID..... | \$ |
| BALANCE DUE..... | \$ |

REQUEST TAKEN CONFIRMED APPROVED
 DATE 5/14/93
 TIME 9:30 CK No. _____
 BY [Signature]

WALK-IN Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

CERTIFICATE OF INCORPORATION

OF

TROPICAL TOUCH LANDSCAPING, INC.

The undersigned subscribers to these Articles of Incorporation each a natural person competent to contract hereby associate themselves together to form a corporation under the laws of the state of Florida.

ARTICLE ONE

NAME

The name of this business corporation shall be:

TROPICAL TOUCH LANDSCAPING, INC.

FILED
97 MAY 14 AM 10:49
TALLAHASSEE FLORIDA

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of American and the laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which Corporation existence shall begin is May 14, 1997 upon acceptance by the Secretary of State.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of this corporation shall be known as common stock.

B. Authorized: The maximum number of shares of common stock that this corporation may issue is: 500 SHARES.

C. Par Value: Each share of common stock shall have a par value of: One Dollar (\$ 1.00).

D. Consideration: Shares of common stock may be issued in exchange for cash, real property, labor or services rendered of any combination of the foregoing. In the absence of fraud in the transaction the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-Accessibility: Each share of common stock shall be issued in exchange for consideration which is at least equal to the part value thereof and shall be fully paid and non-accessible.

F. Voting Rights: Each share of common stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Cumulative Voting: No holder of common stock shall be entitled to any right of cumulative voting.

H. Dividends: Record holders of common stock are entitled to receive their pro-rata share of any dividends that may

be declared by the Board of Directors out of assets legally available for such purpose.

I. Liquidation Rights: Holders of common stock are entitled in the event of liquidation or dissolution of this corporation to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts or obligations.

ARTICLE FIVE

MINIMUM CAPITAL

The amount of capital with which the corporation shall begin shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE SIX

ADDRESS

The initial Post Office address of the principal office of this corporation in the State of Florida is:

12050 S.W. 88th Avenue, Miami, Florida 33176

ARTICLE SEVEN

NUMBER OF DIRECTORS

This corporation shall at all times have at least ONE DIRECTOR. The stockholders of this corporation may from time to time and at any time increase or diminish the size of the Board of Directors of this corporation provided that the corporation shall at all times have a minimum of ONE DIRECTOR.

ARTICLE EIGHT

FIRST BOARD OF DIRECTORS

The name and post office addresses of the members of the first Board of Directors are:

PRESIDENT: Donald M. Flaitz

Address: 8335 S.W. 120th St.
Miami, Florida 33156

VICE PRESIDENT/SECRETARY: David R. Hofmann

Address: 12050 S.W. 88th Avenue
Miami, Florida 33176

ARTICLE NINE

SUBSCRIBER'S ADDRESS

The Post Office address of the subscribers of these Articles of Incorporation, the number of stock they agree to take and the value of the consideration thereof are:

| <u>NAME</u> | <u>ADDRESS</u> | <u>NO. OF STOCKS</u> |
|--------------------|--|-----------------------------|
| Donald M. Flaitz | 8335 S.W. 120th St. Miami, Florida 33156 | 300 |
| David R. Hofmann | 12050 S.W. 88th Ave. Miami, Florida 33176 | 200 |

ARTICLE TEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the Laws of the State of Florida.

ARTICLE ELEVEN

RESIDENT AGENT

The Resident Agent of this Corporation is:

NAME: Emily Hofmann

ADDRESS: 12050 S.W. 88th Avenue, Miami, Florida 33176

This Corporation may change its Resident Agent and its principal office at any time.

STATE OF FLORIDA)


COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, Donald M. Flaitz and David R. Hofmann, whom produced Florida Driver's Licenses for identification and whom executed the foregoing Certificate of Incorporation and whom acknowledge before me that the same was executed for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 13th day of May, 1997.

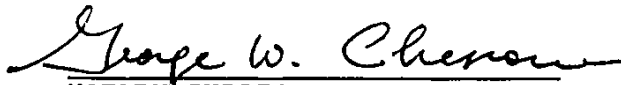


Donald M. Flaitz



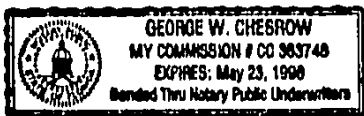
David R. Hofmann

SWORN TO AND SUBSCRIBED before me, this 13th day of
May, 1997.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Tropical Touch Landscaping, Inc.
2. The name and street address of the registered agent and office is Emily Hofmann, 12050 S.W. 88th Ave., Miami, Florida 33176

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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.


Emily Hofmann

97 MAY 14 AM 10:49
FBI
MAY 14 1997