

P99000018425

SCOTT D. REITER
136 South Cleary Road
West Palm Beach, FL 33413
(561) 686-6565

February 22, 1999

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

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-02/24/99--01024--005
*****78.75 *****78.75

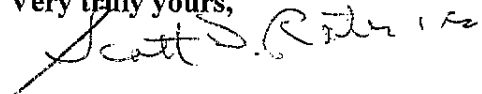
RE: Imageworks Landscaping, Inc.

To whom it may concern:

Enclosed is the original and a copy of the Articles of Incorporation for filing. Also enclosed is a check in the sum of \$78.75 for the filing fee and a stamped self-addressed envelope for returning the stamped copy.

Please let me know if you need anything further.

Very truly yours,



Scott D. Reiter

Enclosures

DMC
2/26/99

FILED
99 FEB 24 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
IMAGEWORKS LANDSCAPING, INC.**

FILED
99 FEB 24 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

IMAGEWORKS LANDSCAPING, INC.

ARTICLE II

ADDRESS

The mailing address of the corporation is:

136 South Cleary Road
West Palm Beach, FL 33413

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$.01 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

136 South Cleary Road
West Palm Beach, FL 33413

The name of the initial registered agent of this Corporation at that address shall be:

Scott D. Reiter

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

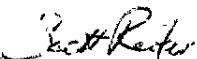
ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Scott D. Reiter	136 South Cleary Road West Palm Beach, Florida 33413

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 22nd day of February, 1999.


_____, Incorporator
Scott D. Reiter

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

FILED
99 FEB 24 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, ImageWorld Landscaping, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 136 South Cleary Road, West Palm Beach, Florida 33413 has named Scott D. Reiter located thereat as its registered agent to accept service of process within this State.

By: Scott Reiter
Scott D. Reiter, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: Scott Reiter
Scott D. Reiter, Registered Agent