F99000001372

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 162910 4307494

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : March 9, 1999

ORDER TIME : 9:40 AM

ORDER NO. : 162910-010

600002803936--4

CUSTOMER NO: 4307494

CUSTOMER: Michelle Popu, Legal Asst
Kay Collyer & Boose
One Dag Hammarskjold Plaza
31st Floor
New York, NY 10017

RECEIVED
99 MAR 12 AM 10:38
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: ONESOURCE LANDSCAPE & GOLF SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 12 AM 11:54

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
XX PLAIN STAMPED COPY
_______ CERTIFICATE OF GOOD STANDING

mth
3/12

CONTACT PERSON: Angie Glisar

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. OneSource Landscape & Golf Services, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. EIN pending
(FEI number, if applicable)

4. March 4, 1999
(Date of Incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 4800 North Federal Highway, Suite 200B
Boca Raton, FLorida 33431
(Current mailing address)

8. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Vicki Schreiber, Asst. V. P.
(Registered agent's signature)

Vicki Schreiber, Asst. V. P.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O . Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: ______________________

Vice Chairman: ______________________

Address: ______________________

Director: ______________________

Address: ______________________

Director: ______________________

Address: ______________________

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

Address: ______________________

Vice President: ______________________

Address: ______________________

Secretary: ______________________

Address: ______________________

Treasurer: ______________________

Address: ______________________

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. ______________________
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Eli D. Schoenfield, Assitant Secretary
(Typed or printed name and capacity of person signing application)

OneSource Landscape & Golf Services, Inc.
List of Officers and Directors

Officers:

Ronald Schmoyer	President	5028 Tampa West Boulevard Tampa, FL 33634
George A. Williams	Sr. Vice President Administration	1600 Parkwood Circle, Suite 400 Atlanta, GA 30339
Steven J. Levine	Vice President & Secretary	4800 North Federal Highway, Suite 200B Boca Raton, FL 33431
Perry J. Gaid	Vice President	1600 Parkwood Circle, Suite 400 Atlanta, GA 30339
Ann M. Olbert	Treasurer	4800 N. Federal Highway, Suite 200B Boca Raton, FL 33431
Kenneth McGonagill	Asst. Treasurer	1600 Parkwood Circle, Suite 400 Atlanta, GA 30339
James Renehan	Asst. Treasurer	1600 Parkwood Circle, Suite 400 Atlanta, GA 30339
Scott Friedlander	Asst. Secretary	1600 Parkwood Circle, Suite 400 Atlanta, GA 30339
Thomas F. Boyer	Asst. Secretary	1600 Parkwood Circle, Suite 400 Atlanta, GA 30339
Eli D. Schoenfield	Asst. Secretary	One Dag Hammarskjold Plaza New York, NY 10017

Directors:

Raymond A. Gross	4800 N. Federal Highway, Suite 200B Boca Raton, FL 33431
Steven J. Levine	4800 N. Federal Highway, Suite 200B Boca Raton, FL 33431

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ONESOURCE LANDSCAPE & GOLF SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 12 AM 11:54

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9618872

DATE: 03-10-99