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May 24, 1999

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Arbor Tree and Landscape Company, Inc.

Dear Sir/Madam:

Enclosed kindly find the following:

1. Articles of Amendment to Articles of Incorporation of Arbor Tree and Landscape Company, Inc.
2. Unanimous Consent of Shareholders and Directors;
3. Check in the amount of \$35.00 made payable to Secretary of State representing the filing fee; and
4. A copy of the Articles of Amendment together with a return envelope.

Thank you for your assistance in this regard.

Sincerely,


THOMAS J. WOOLLEY, JR.

TJW/slr

Enclosures

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-05/27/99--01084--002
*****35.00 *****35.00

FILED
99 MAY 27 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name change
KJT 6-4-99

FILED

99 MAY 27 AM 10:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
ARBOR TREE AND LANDSCAPE COMPANY, INC.

The undersigned corporation, in accordance with the Florida General Corporation Act and its By-Laws, hereby adopts the following Articles of Amendment:

ARTICLE I

The name of the corporation is: ARBOR TREE AND LANDSCAPE COMPANY, INC.

ARTICLE II

Article I of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I"

"The name of this corporation is: ARBOR TREE AND LAND, INC."

ARTICLE III

The Amendment has been adopted by written consent of all of the Directors and all of the Shareholders of the corporation, pursuant to Section 607.1006, Florida Statutes.

The effective date of such Consent and of this Amendment is as of the date hereof. A copy of such written Consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation on this 24th day of May, 1999.

ATTEST:

Terry M. Hodges
TERRY M. HODGES
Secretary

ARBOR TREE AND LANDSCAPE
COMPANY, INC.

William D. Hodges
WILLIAM D. HODGES
President

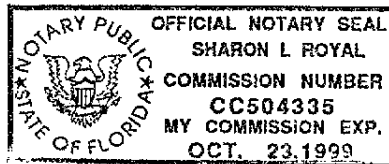
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this
24th day of May, 1999 by WILLIAM D. HODGES, President,
and TERRY M. HODGES, Secretary, of ARBOR TREE AND LANDSCAPE
COMPANY, INC., a Florida corporation, on behalf of the corporation.

Sharon L. Royal
NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:




**UNANIMOUS CONSENT OF SHAREHOLDERS AND DIRECTORS
OF ARBOR TREE AND LANDSCAPE COMPANY, INC. OF BOYNTON BEACH
IN LIEU OF SPECIAL MEETING**

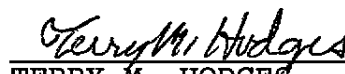
This Consent shall be in lieu of a special meeting of the Directors and Shareholders of ARBOR TREE AND LANDSCAPE COMPANY, INC., of Boynton Beach.

The undersigned, being all of the Shareholders and members of the Board of Directors of ARBOR TREE AND LANDSCAPE COMPANY, INC., acting without meeting pursuant to the Florida General Corporation Act and the By-Laws of the Corporation, does hereby consent to the amendment of Article I of the Articles of Incorporation so as to change the name of the corporation to ARBOR TREE AND LAND, INC. and approve and adopt the foregoing Articles of Amendment.

DATED: May 24, 1999.



WILLIAM D. HODGES



TERRY M. HODGES