

Document Number Only

551770

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

500003342085--7
-08/01/00--01056--004
*****35.00 *****35.00

500003342085--7
-08/01/00--01056--005
*****70.00 *****70.00

Ground Control Landscaping, Inc. and
Horticultural Industries, Inc. Merger
merging into: LandCare USA, Inc.

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name	8/1/00
Avallability	
Document Examiner	AJR
Updater	AJR
Verifier	
Acknowledgment	
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THANKS

LAURA EARNEST

08/01
#00789, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

HORTICULTURAL INDUSTRIES, INC., a Florida corporation J51770
GROUND CONTROL LANDSCAPING, INC., a Florida corporation 587215

INTO

LANDCARE USA, INC., a Delaware corporation not qualified in Florida.

File date: August 1, 2000

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 1, 2000

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: HORTICULTURAL INDUSTRIES, INC.
Ref. Number: J51770

We have received your document for HORTICULTURAL INDUSTRIES, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the Articles of Merger. An officer from each corporation involved in the merger will need to sign either the articles or plan of merger and include their name and title under their signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 200A00041697

Articles included finally! Please backdate to 8/1/00
if possible. Thanks!
OJR

RECEIVED
00 AUG 14 PM 4:00
DIVISION OF CORPORATION

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
LandCare USA, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Ground Control Landscaping, Inc.	Florida
Horticultural Industries, Inc.	Florida

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00 AUG - 1 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
12/31/99 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
12/31/99 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Ground Control Landscaping,
Inc.

Horticultural Industries, Inc.

LandCare USA, Inc.

Joseph B. Hanks
Joseph B. Hanks
Joseph B. Hanks

Joseph B. Hanks, Vice President

Joseph B. Hanks, Vice President

Joseph B. Hanks, Vice President

PLAN OF MERGER
(Non Subsidiaries)

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Third: The terms and conditions of the merger are as follows:

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name

LandCare USA, Inc.

Jurisdiction

Delaware

The name and jurisdiction of each subsidiary corporation is

Name

Ground Control Landscaping, Inc.

Jurisdiction

Florida

Horticultural Industries, Inc.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Each share of stock of each subsidiary corporation shall be cancelled and the surviving corporation will issue no successor stock therefor.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Plan of Merger

Merging

Ground Control Landscaping, Inc.
A Florida corporation

And

Horticultural Industries, Inc.
A Florida corporation

With and Into

LandCare USA, Inc.
A Delaware corporation

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

A. This plan of merger is submitted in compliance with section 607.1104 of the Florida General Corporation Act. It pertains to the merger of two Florida corporations, both wholly-owned subsidiaries of a foreign corporation, with and into the foreign corporation, and the surviving corporation is the foreign corporation.

B. LandCare USA, Inc., a Delaware corporation (referred to as "LandCare" or "Surviving Corporation"), states and certifies as follows:

First: The name and state of organization of the parent corporation owning at least eighty percent (80%) of the outstanding shares of each class of the subsidiary corporation is as follows:

<u>Name</u>	<u>State of Incorporation</u>
LandCare USA, Inc.	Delaware


Second: The name and jurisdiction of each relevant subsidiary corporation is as follows:

State of Incorporation

Florida

IN WITNESS WHEREOF, LandCare has caused this Certificate of Merger to be executed by its Vice President, and attested by its Assistant Secretary, as of December 29, 1999.

By:


Joseph B. Hanks
Vice President

By:

Allison S. Crone
Allison S. Crone
Assistant Secretary

Agreement and Plan of Merger

Merging

Subsidiaries Listed in Exhibit A

With and Into

LandCare USA, Inc.

THIS AGREEMENT OF MERGER is entered into on August 19, 1999, by and among LandCare USA, Inc., a Delaware corporation ("LandCare" or "Surviving Corporation"), and the subsidiaries of LandCare listed in Exhibit A ("Subsidiaries").

Recitals

- A. LandCare, directly or indirectly, owns all of the stock of each Subsidiary.
- B. LandCare and the Subsidiaries (together, "Parties") desire to terminate the separate existence of the Subsidiaries and to cause their assets and businesses to be held and operated by LandCare.

Provisions

IN CONSIDERATION OF the conditions and agreements contained in this Agreement and of other consideration, the receipt and sufficiency of which the Parties acknowledge, the Parties agree as follows:

1. Agreement to Merge. The Parties agree to merge according to the terms of this Agreement and pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "Merger").
2. Surviving Corporation. LandCare will be the surviving entity of the Merger, will be referred to as "LandCare USA, Inc.," and will continue its existence under the General Corporation Law of the State of Delaware. The Subsidiaries will cease to exist as of the effective date and time of the Merger.

3. Certificate of Incorporation. The Certificate of Incorporation of LandCare will be the Certificate of Incorporation for the Surviving Corporation. The Merger will effect no change to the Certificate of Incorporation of LandCare.

4. Manner of Conversion and Cancellation. The manner and basis of cancelling or continuing the stock in each of the Parties will be as follows:

4.1 Each share of stock of each Subsidiary organized as a corporation will be cancelled, and the Surviving Corporation will issue no successor or converted stock therefor.

4.2 No stock of LandCare will be cancelled, converted, or exchanged as a result of the Merger, and all issued and outstanding shares of stock of LandCare will remain issued and outstanding shares of stock of the Surviving Corporation.

5. Authorization. This Agreement has been duly adopted and approved by the board of directors of LandCare, the sole shareholder of LandCare, the board of directors of each Subsidiary, and the sole shareholder of each Subsidiary.

6. Directors and Officers of Surviving Corporation. All of the directors and officers of LandCare will continue in office after the Merger.

7. Effect of Merger. The Merger will have the effect provided for in the General Corporation Law of the State of Delaware. Without limiting the generality of the foregoing, and subject thereto, at the effective date and time of the Merger, all of the properties, rights, privileges, powers, and franchises of the Subsidiaries will be transferred to, vest in, and devolve upon the Surviving Corporation, and all of the debts, liabilities, and duties of the Subsidiaries will become the debts, liabilities, and duties of the Surviving Corporation. Each Subsidiary, by the action of the last acting officers, general partners, and managing members of each Subsidiary, as the case may be, will make and deliver confirmatory deeds, assignments, or other like instruments, when deemed desirable by the Surviving Corporation, to evidence such transfer, vesting, or devolution of any properties, rights, privileges, powers, franchises, debts, liabilities, and duties.

8. Location and Provision of Copies. The Surviving Corporation will maintain a copy of this Agreement at the principal place of business of the Surviving Corporation and furnish, upon request and without cost to any shareholder of a Subsidiary, a copy of this Agreement.

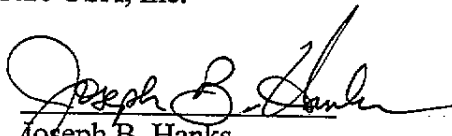
9. Effective Date and Time. The effective date and time of the Merger is December 31, 1999, 11:58 PM.

IN WITNESS WHEREOF, the Parties have executed this Agreement on the date first mentioned above.

LandCare:

LandCare USA, Inc.

By:


Joseph B. Hanks
Vice President

Subsidiaries (See Exhibit "A")

By:

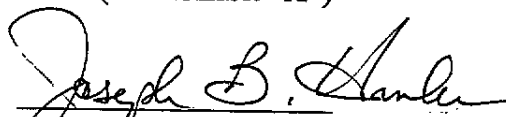

Joseph B. Hanks
Vice President and Secretary

EXHIBIT "A"

<u>Name</u>	<u>State of Incorporation</u>
1. LUSA GP, Inc.	Delaware
2. LUSA LP, Inc.	Delaware
3. Arteka Natural Green Corporation	Minnesota
4. Arteka Nurseries, Inc.	Minnesota
5. LCare USA, Inc.	California
6. Ground Control Landscaping, Inc.	Florida
7. Southern Tree & Landscape Co., Inc.	North Carolina
8. Clean Cut, Inc.	Texas
9. Horticultural Industries, Inc.	Florida
10. Landscape Resources, Inc.	Texas
11. Arteka Southeast Corporation	Georgia
12. Greentree Incorporated of Georgia	Georgia
13. Carolina Landscape Management, Inc.	Georgia
14. Lighthouse Nursery, Inc.	South Carolina
15. LBS Acquisition Corp.	Massachusetts
16. Real Property Maintenance, Inc.	Colorado
17. Landtrends, Inc.	California
18. Miramar Wholesale Nurseries, Inc.	California
19. Albuquerque Grounds Maintenance, Inc.	New Mexico
20. E/G Management, Inc.	Arizona
21. Landscape Techniques, Inc.	Georgia
22. Landesigns, Inc.	Nevada
23. Tierra Vista, Inc.	Oklahoma