

ROGER A. ABI-ZEID
ATTORNEY-AT-LAW

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*Admitted in New York

PRACTISING BUSINESS IMMIGRATION AND NATIONALITY LAW

December 6, 2000

Via Hand-Delivery by Client

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Ref: Filing of Articles of Organization for WILLOW RUN Commercial & Residential Landscaping, L.L.C.

Dear Sir or Madam:

Please find attached the following documentation in support of the filing of Articles of Organization for WILLOW RUN Commercial & Residential Landscaping, L.L.C.:

- 1./ Articles of Organization in triplicate
- 2./ \$100 filing fee for Articles of Organization payable to the Florida Department of State
- 3./ \$25 fee for Designation of Registered Agent payable to the Florida Department of State
- 4./ \$30 fee for Certified Copy payable to the Florida Department of State and
- 5./ \$5 fee for Certificate of Status.

We would appreciate receiving a letter of acknowledgment upon registration.

Sincerely,



Roger A. Abi-Zeid

Division of Corporations
Tallahassee, FL 32399
attachments

00 DEC 11 PM 12:05

RECEIVED

100003495031--0
-12/11/00--01090--006
*****5.00 *****5.00

100003495031--0
-12/11/00--01090--007
*****30.00 *****30.00

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-12/11/00--01090--008
*****25.00 *****25.00

100003495031--0
-12/11/00--01090--009
*****100.00 *****100.00

APPROVED
AND
FILED
00 DEC 11 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00-11-27

ARTICLES OF ORGANIZATION

FOR

WILLOW RUN Commercial & Residential Landscaping, L.L.C.

ARTICLE I - Name:

The name of the Limited Liability Company is:

WILLOW RUN Commercial & Residential Landscaping, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of WILLOW RUN Commercial & Residential Landscaping, L.L.C., are:

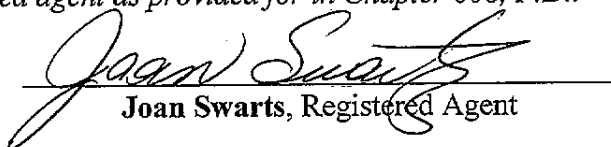
6170 Sherwood Glen Way, #5
West Palm Beach, FL 33415

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

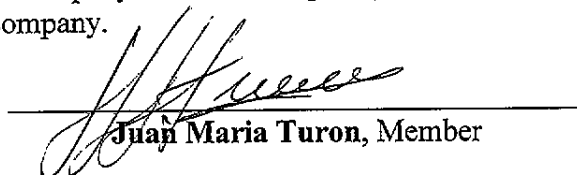
Joan Swartz
20400 W. County Club Drive, Apt. 4/118
North Miami Beach, FL 33180

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.D..

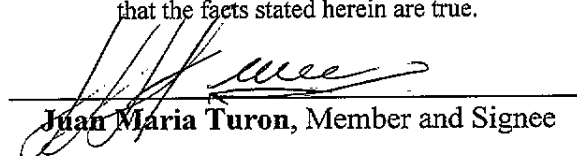

Joan Swartz, Registered Agent

ARTICLE IV - Management:

The Limited Liability Company is to be managed by one manager and is therefore, a manager - managed company.


Juan Maria Turon, Member

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Juan Maria Turon, Member and Signee

APPROVED
AND
FILED
00 DEC 11 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA