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LAWN GREENKEEPER, LLC

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August 26, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LAWN GREENKEEPER, LLC
C/O THE BARISH GROUP, 270 LAFAYETTE STRE
SUITE 1004
NEW YORK, NY 10012US

SUBJECT: LAWN GREENKEEPER, LLC
REF: L07000019627

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Deborah Bruce
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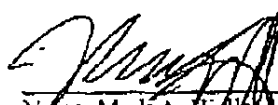
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STATE OF FLORIDA
ARTICLES OF AMENDMENT AND RESTATEMENT
TO
ARTICLES OF ORGANIZATION
OF
LAWN GREENKEEPER, LLC

It is hereby certified that:

1. The name of the limited liability company (the "Company") is Lawn GreenKeeper, LLC.
2. The Company's Articles of Organization were filed on February 20, 2007.
3. The Articles of Organization of the Company are hereby amended and restated in their entirety in the form attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Amendment and Restatement to Articles of Organization this 25 day of August, 2009.


Name: Mark A. Hinkle
Title: President

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
LAWN GREENKEEPER, LLC

THE UNDERSIGNED hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Amended and Restated Articles of Organization of Lawn GreenKeeper, LLC:

ARTICLE ONE

NAME

The name of the Company is Lawn GreenKeeper, LLC. The Articles of Organization of the Company are hereby amended and restated to change the name of the Company to: Brickman Facility Solutions LLC.

ARTICLE TWO

ADDRESS

The street address and the mailing address of the Company is: 18227 Flower Hill Way, Suite D, Gaithersburg, Maryland 20879, Attention: General Counsel.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324 (Broward County).

ARTICLE FOUR

MANAGEMENT

The Company will be a manager-managed company.

ARTICLE FIVE

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and

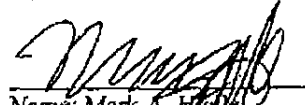
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in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorney's fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of a member of the Company as of the 25 day of August, 2009.


Name: Mark A. Hark
Title: President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for Brickman Facility Solutions LLC, a Florida limited liability company, in the foregoing Amended and Restated Articles of Organization, I, [s], on behalf of CT Corporation System, hereby agree to accept service of process for Brickman Facility Solutions LLC, and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. CT Corporation System is familiar with and accepts the obligations of said position.

CT CORPORATION SYSTEM

By: Malcolm
Name:
Title: Authorized Representative

Malcolm
Vice President and Assistant Secretary

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