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(((H99000013648 3)))

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LIMITED LIABILITY COMPANY

Nature's Way Landscapes of Naples, L.L.C.

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ARTICLES OF ORGANIZATION
OF
NATURE'S WAY LANDSCAPES OF NAPLES, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be NATURE'S WAY LANDSCAPES OF NAPLES, L.L.C. (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 591 93rd Avenue North, Naples, Florida 34108.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization or in the Company's regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Robert R. Hull, 591 93rd Avenue North, Naples, Florida 34108.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

Prepared by:
S. Dresden Brunner, Esq.
Fla. Bar # 0121886
5801 Pelican Bay Blvd., Suite 300
Naples, FL 34108
941-593-2900

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ARTICLE VI -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII -- TERMINATION OF EXISTENCE


In addition to the provisions concerning termination of the company, if any, which are set forth in the Company's regulations, the Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE VIII -- MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and addresses of the managing members of the Company are:

NAME	ADDRESS
Monika B. Van Stone	9155 Gulfshore Drive, Suite 602 Naples, FL 34108
Robert R. Hull	9155 Gulfshore Drive, Suite 602 Naples, FL 34108

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, on this 4th day of June, 1999.



Monika B. Van Stone

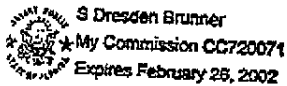
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STATE OF FLORIDA

COUNTY OF COLLIER

Sworn to (or affirmed) and subscribed before me this 4 day of June, 1999, by Monika B. Van Stone.



S. Dresden Brunner
Notary Public -- State of Florida

Print, Type, or Stamp
Commissioned Name of Notary Public

Personally Known OR Produced Identification X

Type of Identification Produced: Ontario driver's license

(SEAL)

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of NATURE'S WAY LANDSCAPES OF NAPLES, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Date: June 4, 1999



Name: Robert R. Hull
591 93rd Avenue North
Naples, Florida 34108,
Registered Agent.

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Exhibit "A"


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of NATURE'S WAY LANDSCAPES OF NAPLES, L.L.C., deposes and says:

- 1. The above named limited liability company has at least one member.
- 2. The total amount of cash contributed by the member(s) is \$85,000.
- 3. If any, the agreed value of property other than cash contributed by member(s) is \$0.
- 4. The total amount of cash or property anticipated to be contributed by members(s) is \$100,000. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

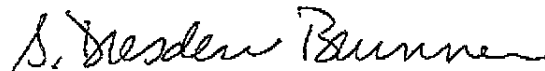
Dated: June 4, 1999



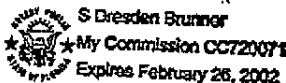
 Monika B. Van Stone

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to (or affirmed) and subscribed before me this 4th day of June, 1999, by Monika B. Van Stone.



Notary Public — State of Florida



Print, Type or Stamp
Commissioned Name of Notary Public

Personally Known _____ OR Produced Identification X

Type of Identification Produced: Ontario drivers license

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