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ACCOUNT NO. : 072100000032

REFERENCE : 705078 7107686

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 22 PM 3:28

ORDER DATE : May 22, 2000

ORDER TIME : 11:36 AM

ORDER NO. : 705078-005

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CUSTOMER NO: 7107686

CUSTOMER: Ms. Susan Kyle
HUGHES SUPPLY, INC.
HUGHES SUPPLY, INC.
Suite 200
20 North Orange Avenue
Orlando, FL 32802-2273

DOMESTIC FILING

NAME: SHADE TREE LANDSCAPES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
00 MAY 22 PM 12:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

5/22/00

ARTICLES OF INCORPORATION

OF

SHADE TREE LANDSCAPES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 22 PM 3:28

The undersigned incorporator delivers these Articles of Incorporation to form a corporation under the laws of the Florida Business Corporation Act.

ARTICLE I

Name. The name of this corporation is:

Shade Tree Landscapes, Inc.

ARTICLE II

Principal Office. The principal office and mailing address of this corporation is 602 Martin Avenue, Altamonte Springs, Florida 32701.

ARTICLE III

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V

Term of Existence. This corporation shall have perpetual existence.

ARTICLE VI

Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 601 Martin Avenue, Altamonte Springs, Florida 32701, and the name of the initial registered agent of the corporation at that address is Robert J. Broyles.

ARTICLE VII

Number of Directors. This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The names and street addresses of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Robert J. Broyles	602 Martin Avenue Altamonte Springs, Florida 32701
Edward Swap	602 Martin Avenue Altamonte Springs, Florida 32701

ARTICLE IX

Incorporator. The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Robert J. Broyles	602 Martin Avenue Altamonte Springs, Florida 32701


ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE XI

Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


Signed on May 19, 2000



Robert J. Broyles
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.



Robert J. Broyles
Registered Agent

Date: May 19, 2000

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