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ATTORNEYS AT LAW

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-09/15/00--01066--010

\*\*\*\*\*87.50 \*\*\*\*\*87.50

September 14, 2000

Via Overnight

Secretary of State  
State of Florida  
Corporation Department  
409 E. Gaines Street  
Tallahassee, Florida 32399

FILED  
00 SEP 15 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Key Landscape Services, Inc.

EFFECTIVE DATE  
09/11/00

Dear Sir or Madam:

Enclosed you will find the original and one copy of the Articles of Incorporation for the above-referenced corporation, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$87.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance, and please do not hesitate to call me if you have any questions.

Very truly yours,

J. Kevin Drake  
J. KEVIN DRAKE

JKD/tlp  
Enclosures

PH 5/18/00

FILED

00 SEP 15 PM 1:40

CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
KEY LANDSCAPE SERVICES, INC.

09/11/00

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

KEY LANDSCAPE SERVICES, INC.  
7231 Brambury Court  
Sarasota, Florida 34238

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1432 First Street, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is WILLIAM A. DOOLEY.

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this Corporation shall be:

JOSEPH VENEZIO  
Address:  
7231 Brambury Court  
Sarasota, Florida 34238

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO  
BOARD OF DIRECTORS**

This Corporation shall have One (1) Director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles are:

JOSEPH VENEZIO  
7231 Brambury Court  
Sarasota, Florida 34238

**ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

**ARTICLE IX - DURATION**

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

**ARTICLE X - AMENDMENT**

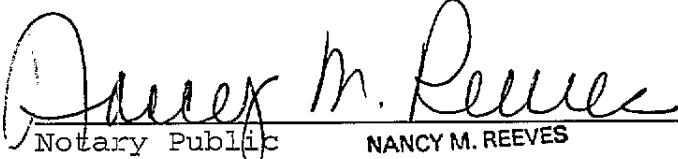
This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11<sup>th</sup> day of September, 2000.

  
\_\_\_\_\_  
JOSEPH VENEZIO  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 11<sup>th</sup> day of September, 2000, by JOSEPH VENEZIO who is personally known to me or who produced FLA. DRIVER'S LIC. as identification and who did not take an oath.

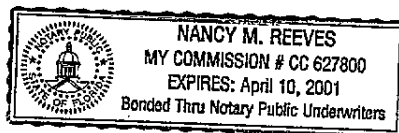
  
\_\_\_\_\_  
Notary Public

NANCY M. REEVES

Print Name: \_\_\_\_\_

My Commission expires: \_\_\_\_\_

[SEAL]



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
WHOM PROCESS MAY BE SERVED**

FILED

SEP 15 PM 1:40

CLERK OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

First--That KEY LANDSCAPE SERVICES, INC., desiring to organize  
under the laws of the State of Florida, with its principal office, as  
indicated in the Articles of Incorporation at City of Sarasota,  
County of Sarasota, State of Florida, has named WILLIAM A. DOOLEY,  
ESQ., located at 1432 First Street, County of Sarasota, State of  
Florida, as its agent to accept service of process within this state.

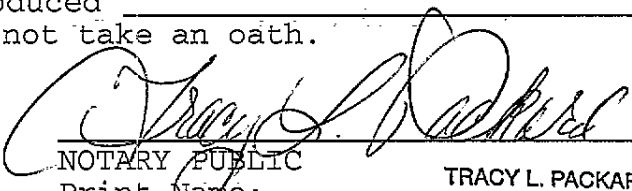
ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-  
stated corporation, at place designated in this Certificate, I hereby  
accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
WILLIAM A. DOOLEY, ESQ.  
Resident Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 12<sup>th</sup>  
day of September 2000, by WILLIAM A. DOOLEY, ESQ., who is personally  
known to me or who has produced \_\_\_\_\_ as  
identification and who did not take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC

Print Name:

TRACY L. PACKARD

My Commission expires:

[SEAL]



Tracy L. Packard

My Commission CC788148

Expires November 4, 2002