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ACCOUNT NO. : 072100000032

REFERENCE : 852133 7226766

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pantoja*

00 OCT -1, PM 2:33

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DIVISION OF STATE  
CORPORATIONS

ORDER DATE : October 3, 2000

ORDER TIME : 9:43 AM

ORDER NO. : 852133-005

CUSTOMER NO: 7226766

CUSTOMER: Mr. Alvaro Argomaniz  
Alvaro A. Argomaniz

800003413989--U

828 Granada Grove Ct

Miami, FL 33134

DOMESTIC FILING

NAME: PARADISE LANDSCAPE OF SOUTH  
FLORIDA, INCORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE  
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TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF

PARADISE LANDSCAPE OF SOUTH FLORIDA, INCORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PARADISE LANDSCAPE OF SOUTH FLORIDA, INCORPORATION

The address of the principal office of this corporation shall be 828 Granada Grove Ct., Coral Gables, Florida 33134, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,300 shares of common stock having \$5.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Alvaro A. Argomaniz

828 Granada Grove Ct.  
Coral Gables, FL 33134

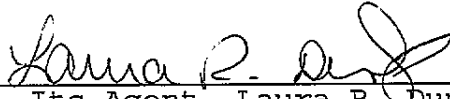
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation  
2711 Centerville Road Suite 400  
Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on October 4, 2000.

  
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
Its Agent, Laura R. Dunlap

Authorized Service Representative  
Corporation Service Company

EXM/JANNA WILSON