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October 25, 2000

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-11/03/00-01126-002
*****87.50 *****87.50

Re: IPG Landscaping and Lawn Care, Inc.

Dear Sir or Madam,

Enclosed are the signed original and signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$87.50 for the filing and certified copy fees.

Please process this at your earliest convenience and return the certified copy of the Articles of Incorporation to this office.

Thank you in advance for your assistance. If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


D. John Morgeson, Jr.

DJM/mr
Enclosures

FILED
NOV - 3 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
IPG Landscaping and Lawn Care, Inc.**

FILED
00 NOV -3 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME AND PRINCIPAL ADDRESS OF CORPORATION**

The name of the corporation is: **IPG Landscaping and Lawn Care, Inc.** The principal place of business, and mailing address of the corporation is: 1518 West Vine Street, Kissimmee, Florida 34741.

**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, county, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is one hundred (100) shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV
REGISTERED AGENT
ADDRESS**

The name and street address of the registered agent of the corporation is: D. John Morgeson, Jr., Esquire, 332 N. Magnolia Avenue, Orlando, Florida 32802.

**ARTICLE V
TERM OF EXISTENCE**

This corporation is to exist perpetually.

ARTICLE VI
DIRECTORS

This corporation shall have three (3) Directors initially. The name and street address of the members of the Board of Directors are: GRAHAM D. GREENE, 3210 Burnette Drive, Roswell, Georgia 30075, BARRIE WHEATLEY, 1518 West Vine Street, Kissimmee, Florida 34741, and ALLAN DUNPHY, 2484 Sweetwater Club Circle, Apartment 88, Kissimmee, Florida 34741.

ARTICLE VII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Secretary:	Graham D. Greene 3210 Burnette Drive Circle Roswell, Georgia 30075
Vice President/Treasurer:	Allan Dunphy 2484 Sweetbriar Club Circle Apartment 88 Kissimmee, Florida 34741
Vice President:	Barrie Wheatley 1518 West Vine Street Kissimmee, Florida 34741

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is BARRIE WHEATLEY, 1518 W. Vine Street, Kissimmee, Florida 34741.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal the _____ day of OCT 19, 2000.



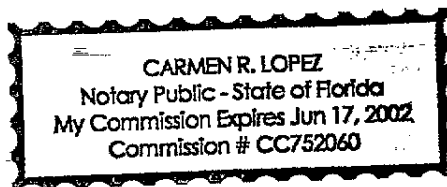
BARRIE WHEATLEY

**STATE OF FLORIDA
COUNTY OF OSCEOLA**

The foregoing instrument was acknowledged before me this 19 day of October, 2000, by Barrie Wheatley, who, is personally known to me or who has provided _____ as identification, and who did take an oath.

Carmen R. Lopez
Notary Public Signature

CARMEN R. LOPEZ
Notary Public Printed Name
My Commission Expires: Jun 17, 2002



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as Registered Agent for IPG Landscaping and Lawn Care, Inc.

D. John Morgeson, Jr.
D. John Morgeson, Jr., Esquire
332 North Magnolia Avenue
Orlando, Florida 32802

FILED
00 NOV -3 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA