

January 16, 2001

PO1000007101

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: William Sheldon & Sons Landscaping, Inc.

600003551916--8
-01/17/01--01073--005
*****78.75 *****78.75

Dear Sir:

Enclosed are Articles of Incorporation together with a money order for \$78.75.

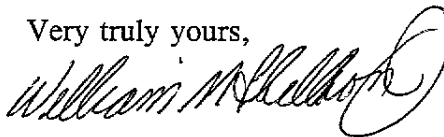
Please arrange to have the Articles filed as promptly as possible, and return to us a certified copy. If there is any problem or question, please contact me immediately.

The check for \$78.75 represents the following charges:

Filing Fee	\$ 70.00
Certified Copy	\$ <u>8.75</u>
Total	\$ 78.75

Thank you for your cooperation.

Very truly yours,



William M. Sheldon, Jr.

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01 JAN 17 AM 10:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

enclosures

Done 1/19/01
tr

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

WILLIAM SHELDON & SONS LANDSCAPING, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be WILLIAM SHELDON & SONS LANDSCAPING, INC., and the principal office of the corporation is located at 278 Sandpiper Ave, Royal Palm Beach, Florida 33411.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is ONE HUNDRED (100), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE V. REGISTERED OFFICE

The name and street address of the initial registered office of the corporation is William M. Sheldon, Jr. 278 Sandpiper Ave, Royal Palm Beach, Florida 33411.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of not less than one nor more than five members. The names and addresses of the first Board of Directors are:

William M. Sheldon, Jr., President
278 Sandpiper Ave
Royal Palm Beach, FL 33411

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE VIII. INCORPORATOR


The name and address of the incorporator is:

William M. Sheldon, Jr.
278 Sandpiper Ave
Royal Palm Beach, FL 33411

ARTICLE XI. ISSUANCE OF SHARES

The corporation may issue stock in exchange for a written promise to perform services in the future upon written notice to all shareholders prior to the next shareholders' meeting or upon the shareholders' written consent.

IN WITNESS WHEREOF, I have subscribed my name this 16th day of January, 2001.



William M. Sheldon, Jr., Incorporator

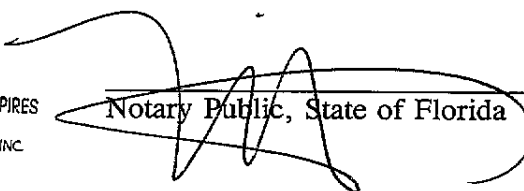
STATE OF FLORIDA
COUNTY OF PALM BEACH

On this day personally appeared before me William M. Sheldon, Jr., who is personally known to me to be the individual who executed the foregoing Articles of Incorporation and he acknowledged before me that the same were executed for the purpose therein expressed.

WITNESS my hand and official seal in the above-named County and State this 16 day of January, 2001.



Nancy J. Mulligan
MY COMMISSION # CC830819 EXPIRES
May 19, 2003
RENEWED THRU TROY FAIN INSURANCE, INC.



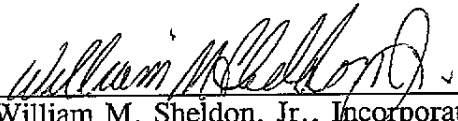
Notary Public, State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501(3) Florida Statutes, the following is submitted:

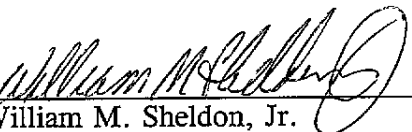
William Sheldon & Sons Landscaping, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 278 Sandpiper Ave, Royal Palm Beach, Florida 33411, has named William M. Sheldon, Jr. located at 278 Royal Palm Beach, Florida 33411, as its agent to accept service of process within Florida.

DATE: January 16, 2001


William M. Sheldon, Jr., Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: January 16, 2001

By 
William M. Sheldon, Jr.

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TALLAHASSEE FLORIDA