

OMNI LANDSCAPES, INC..

P01000008488

January 18, 2001

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32304

600003562106--3
-01/22/01--01045--017
*****78.75 *****78.75

To Whom It May Concern:

I would like to form a Florida Corporation. Enclosed are my Articles of Incorporation.
Also enclosed is my check in the amount of \$78.75 as follows:

\$ 78.75 Filing Fees/Registered Agent

If you require any additional information, please advise.

Thank you.

Sincerely,

Joseph M. Fenner

Joseph M. Fenner

Secretary/Director

JMF/EB

Enclosure

FILED
01 JAN 22 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-23-01

**ARTICLES OF INCORPORATION
OF
OMNI LANDSCAPES, INC.**

FILED
01 JAN 22 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby establish for the purpose of becoming a corporation, operating for profit by and under the provisions of the statutes of Florida appertaining and providing for the formation, liabilities, rights, privileges and immunities of a Corporation operating for profit, and do hereby, make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a Corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this corporation shall be OMNI LANDSCAPES, INC.

ARTICLE II

This Corporation shall have perpetual existence unless sooner dissolved as be directed by law.

ARTICLE III

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock having a nominal or par value of one dollar (1.00) per share. The consideration to be paid for each such share shall be money, property, or services of value at least equivalent to the stock issued as fixed and determined, from time to time, by the Board of Directors.

ARTICLE V

The amount of the capital with which the corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI

The name and address of the initial office, principal office and registered office of this Corporation is 10060 Amberwood Road, Suite 3, Florida 33913.

ARTICLE VII

The name and address of the initial Registered Agent of this Corporation is Joseph M. Fenner, 10060 Amberwood Road, Suite 3, Fort Myers, Florida 33913.

ARTICLE VIII

This Corporation shall have Three Directors initially. The number of Directors of this Corporation may be increased or decreased, from time to time, by the by-laws of this Corporation, but which number of Directors shall never be less than one.

ARTICLE IX

This Corporation shall have Three Officers and Three Directors, initially. The name and street address of the initial Officers and Directors, who shall hold office for the first year of the Corporation, or until a successor is elected or appointed is: President/Director: Robert L. Sarver, II, 9233 Pineapple Road, Fort Myers, Florida 33912; Vice President/Director: Britton W. Dudley, 2060 Crestview Way, Naples, Florida 34119; Secretary/Treasurer/Director: Joseph M. Fenner, 18323 Useppa Road, Fort Myers, Florida 33912.

ARTICLE X

The subscriber to the Articles of Incorporation, together with his respective address is Joseph M. Fenner, 18323 Useppa Road, Fort Myers, Florida 33912.

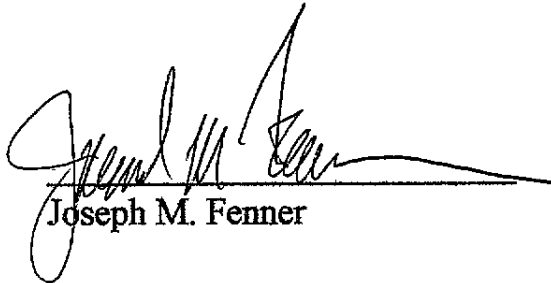
ARTICLE XI

The Articles of Incorporation may be amended in a manner provided therefore by the Laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the Stockholders of this Corporation. Any questions, motions or action of the Stockholders of this Corporation shall be decided by a majority vote of the Stockholders entitled to vote thereon. The By-laws of this Corporation shall be promulgated, adopted, amended, changed or deleted by the Stockholders of this Corporation. The Business Affairs of this Corporation shall be conducted by a Board of Directors, and the Directors thereof shall be elected at the Annual Meeting of the Stockholders of this Corporation as a condition precedent to holding an Office or being a Director or Agent in this Corporation. The Officers and Directors of this Corporation shall have and enjoy all the rights, privileges, and immunities of a Corporation operating under the Laws of the State of Florida, appertaining thereto at the time of the Incorporation hereof and any Amendments thereto. The number and nature of the Offices in this Corporation subsequent to the initial Offices

may be increased, deleted or changed by the By-laws of this Corporation in keeping with the Laws of the State of Florida appertaining thereto.

IN WITNESS WHEREOF, the Undersigned Subscriber has executed the foregoing Articles of Incorporation, this 16th day of January, 2001.

SIGNED IN THE
PRESENCE OF:


Joseph M. Fenner

STATE OF FLORIDA
COUNTY OF LEE

Before me, the undersigned authority, personally appeared Joseph M. Fenner. Who upon first being duly sworn, deposes and says that he has read the foregoing Articles of Incorporation, and that he has executed the same freely and voluntarily.

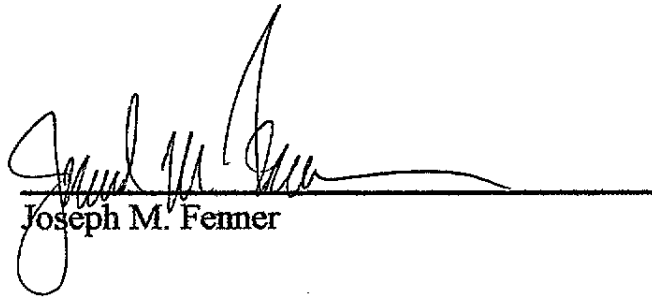
Witness my hand and Official Seal this 16th day of January, 2001 at
Ft. Myers, Florida.

Notary Public State of Florida

My Commission Expires:

ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as
Registered Agent.



Joseph M. Fenner

FILED

01 JAN 22 PM 3:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA