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Of Counsel:
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February 22, 2001

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*****78.75 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

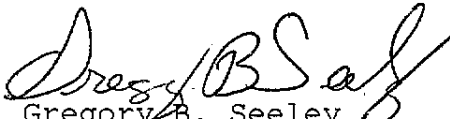
RE: FLORIDA LANDSCAPING AND PROPERTY MAINTENANCE, INC.

To whom it may concern:

Enclosed please find the original and one copy of Articles of Incorporation for the above-referenced corporation, and an Acceptance by Registered Agent, along with a check made out in the amount of \$78.75 for your fee.

Please file the articles and return the Certificate and charter to me at the address on the letterhead of this letter. Should you have any questions, please contact me at that same address or the above telephone number.

Sincerely Yours,


Gregory B. Seeley
Attorney for Incorporator

FILED
01 FEB 26 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GBS/gh
Enclosures: (as stated above)
cc: File, Client

T. Burch FEB 27 2001

ARTICLES OF INCORPORATION

OF

FLORIDA LANDSCAPING AND PROPERTY MAINTENANCE, INC.

FILED

01 FEB 26 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person and competent to contract for purposes of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for said corporation.

ARTICLE I: NAME

The name of the Corporation shall be Florida Landscaping And Property Management, Inc.

ARTICLE II: PURPOSE

The purpose for which this corporation is organized is for any legal business.

ARTICLE III: DURATION

This corporation shall have perpetual existence.

ARTICLE IV: CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares with no par value.

ARTICLE V: REGISTERED OFFICE

The initial Registered Office of the corporation in Florida is 3530 - 1st Avenue North, Suite 108, St. Petersburg, Florida 33713.

ARTICLE VI: REGISTERED AGENT

The initial Registered Agent of the corporation is Kelly Barton at 3530 - 1st Avenue North, Suite 108, St. Petersburg, Florida 33713.

ARTICLE VII: INCORPORATORS

The names and addresses of the Incorporators are:

President: Janine Kahende, 3530 - 1st Avenue North, St. Petersburg, FL 33713; and
Vice President: Kelly Barton, 3530 - 1st Avenue North, St. Petersburg, FL 33713; and
Secretary: Janine Kahende, 3530 - 1st Avenue North, St. Petersburg, FL 33713; and
Treasurer: Kelly Barton, 3530 - 1st Avenue North, St. Petersburg, FL 33705

ARTICLE VIII: DIRECTORS

Corporate business shall be managed by the shareholders of the corporation, rather than by a board of directors.

IN WITNESS WHEREOF the Incorporators have hereunto set their hands on this 22nd day of February, 2001.



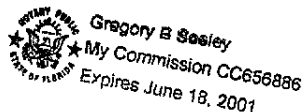
KELLY BARTON

Incorporator

Kelly Barton, who is either personally known to me or has produced a driver's license as identification, appeared and signed these Articles of Incorporation on this 22nd day of February, 2001.


Notary Public, State of Florida

My Commission Expires:

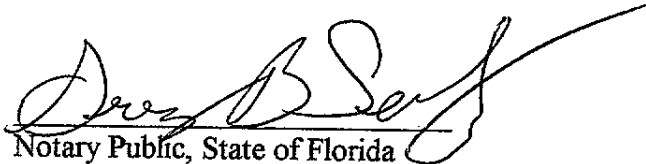




JANINE KAHENDE

Incorporator

Janine Kahende, who is either personally known to me or has produced a driver's license as identification, appeared and signed these Articles of Incorporation on this 21 day of February, 2001.


Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation and position of REGISTERED AGENT for FLORIDA LANDSCAPING AND PROPERTY MAINTENANCE, INC., on this 22nd day of February, 2001.

WITNESSES:

Gail Hollenberg
Kenneth B. Smith

Kelly Barton
Kelly Barton
Registered Agent

STATE OF FLORIDA)
 :
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Kelly Barton, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as Registered Agent, and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal, this 22 day of February, 2001.

Gregory B. Seeley
Notary Public, State of Florida

My Commission Expires:

