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March 5, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-03/06/01--01084--001
*****78.75 *****78.75

T & D Nursery & Landscaping, Inc.

RE: OUR FILE NO.: CP01-07, a new Florida corporation

Gentlemen:

T & D Nursery & Landscaping, Inc.

Enclosed herein please find certificate of incorporation for T & D Nursery & Landscaping, Inc., together with our trust account check in the amount of \$78.75 to cover the filing fee. Please furnish the undersigned with a certified copy of same. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

JOHN J. MURPHY III, P.A.

John J. Murphy, Esq.
JJM/jan
Enclosures
cc: T. D'Alessio

FILED
01 MAR -6 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

John Murphy GAVE
AUTHORIZATION BY PHONE TO
CORRECT corp name
DATE 03-16-01
DOC. EXAM af

wol-5462
gj 3/12

ARTICLES OF INCORPORATION

T & D Nursery & Landscaping, Inc.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is *T & D Nursery & Landscaping, Inc.*

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 4839 S. W. 148th Avenue, Suite 321, Davie, FL 33330.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To conduct the business of landscape gardening, to plan gardens, parks, lawns, terraces, estates, driveways, walks, and trees, shrub, and flower planting for beautifying the above; to hire competent gardeners to make such plans and designs and to execute the same, to make estimates on the construction and to construct any of the above; to acquire the necessary real estate and plant or plants to carry out the foregoing objects; to acquire, maintain and operate a nursery and seed farm in connection with such business.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the proceeding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE
CAPITALIZATION

The aggregate number of shares, which the corporation is authorized to issue, is one hundred. Such shares shall be of a single class, and shall have no par value.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4839 S. W. 148th Avenue, Suite 321, Davie, Florida 33330; and the name of its initial registered agent at such address is Charlotte Hartford.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the corporation's initial board of directors is one. The name and address of each person who is to serve as a member of the initial board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas D'Alessio	4839 S. W. 148 th Avenue, Suite 321 Davie, Florida 33330

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas D'Alessio	4839 S. W. 148 th Avenue, Suite 321 Davie, Florida 33330

ARTICLE NINE
NAMES AND ADDRESSES OF SUBSCRIBERS

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

NAME


ADDRESS

Thomas D'Alessio

4839 S. W. 148th Avenue, Suite 321
Davie, Florida 33330

Executed by the undersigned on the 5 day of March, 2001.

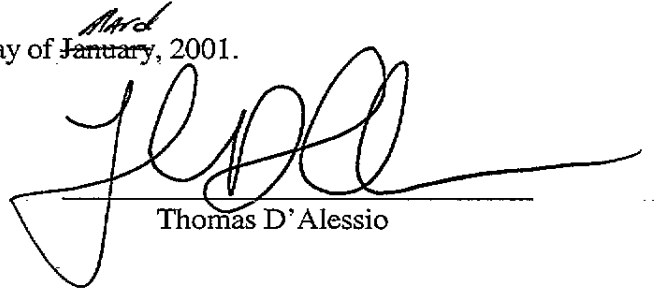
WITNESSES:



Printed Name John J. Murphy




Printed Name IRENE PISANI


Thomas D'Alessio

State of Florida

County of Broward

I hereby certify that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared before me Thomas D'Alessio who is personally known to me or produced _____ as identification.


Notary Public

John J. Murphy
MY COMMISSION # CC745206 EXPIRES
September 24, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

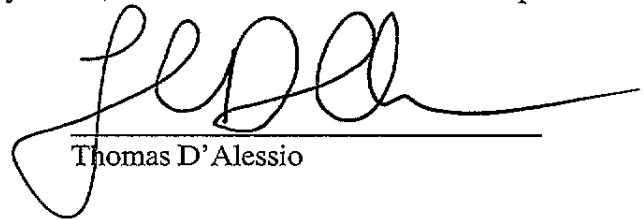


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is *T & D Nursery & Landscaping, Inc.*
2. The name and address of the registered agent and office is **Thomas D'Alessio, 4839 S. W. 148th Avenue, Suite 321, Davie, FL 33330.**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Thomas D'Alessio

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA