

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

P01000057240

RE: INCORPORATION OF NEW BUSINESS

GENTLEMEN:

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION
AND A CHECK IN PAYMENT OF
INCORPORATION FEES AS FOLLOWS:

\$70.00 - FILING FEE

8.75 - CERTIFICATE OF STATUS

8.75 - CERTIFIED COPY

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*****87.50 *****87.50

87.50 TOTAL CHECK

PLEASE RETURN THE CERTIFIED COPY OF THESE ARTICLES OF
INCORPORATION TO OUR OFFICE AT:

FRITCHEY LANDSCAPE CO., INC.
4304 BEECHWOOD LAKE DRIVE
NAPLES, FL 34112

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-08-01
mgc

ARTICLES OF INCORPORATION
OF

FRITCHEY LANDSCAPE CO., INC.

The undersigned subscriber to these Articles of Incorporation, Roger L. Fritchey, being a natural person competent to contract, hereby acknowledges and files theses ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the provisions of Chapter 607, Florida General Corporation Act and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes does hereby adopt the following Articles of Incorporation.

ARTICLE I

CORPORATE NAME

The name of this professional service corporation is FRITCHEY LANDSCAPE CO., INC. The principal and mailing address of the corporation is 4304 Beechwood Lake Drive, Naples, FL 34112.

ARTICLE II

DURATION

This professional service corporation shall have perpetual existence, commencing upon the filing of these articles with the Florida Secretary of State.

ARTICLE III

PURPOSE

The general nature and purpose of the business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect of the practice of landscaping, and all its fields of specializations, as are engaged in by landscapers.

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TALLAHASSEE, FL 32304

b. To engage and render professional services involved only through its officers, agents and employees who shall be Licensed landscapers in good standing and duly licensed authorized within the State of Florida to render the same professional service as this corporation.

c. To invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional service specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

a. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having par value of \$1.00.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor and services.

c. Shares of the corporation's stock and certificates shall be issued only to Licensed landscapers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4304 Beechwood Lake Drive, Naples, FL 34112 and the name of the initial registered agent of the Corporation at that address is Roger L. Fritchey. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

ROGER L. FRITCHEY
4304 BEECHWOOD LAKE DRIVE
NAPLES, FL 34112

ARTICLE VIII

INCORPORATIONS

The name and address of the person signing these Articles is:

ROGER L. FRITCHEY
4304 BEECHWOOD LAKE DRIVE
NAPLES, FL 34112

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the Shareholders in the manner provided by the laws of the State of Florida.

ARTICLE X

SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XI

ELECTION OF SUBCHAPTER S

This corporation may elect Subchapter S for taxation purposes upon consent of the Shareholders.

ARTICLE XIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the Corporate records.

ARTICLE XIV

SEVERENCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XV

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as through it had been authorized at a meeting of the Board of Directors.

INDEMNIFICATION

ARTICLE XVI

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVII

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

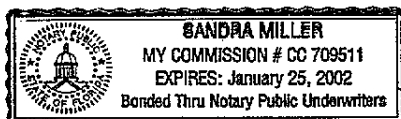
IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this 29 day of May, 2001.


Roger L. Fritchey


STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Roger L. Fritchey, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of May, 2001.



(SEAL)


NOTARY PUBLIC Sandra Miller
State of Florida at Large

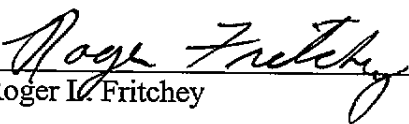
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That, FRITCHEY LANDSCAPE CO., INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation is the County of Collier, State of Florida, has named Roger L. Fritchey located at 4304 Beechwood Lake Drive, Naples, FL as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Roger L. Fritchey

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