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2001 JUN 25 PM 12:49

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 192637 4329325

AUTHORIZATION :

Patricia Pajito

COST LIMIT : \$ 78.75

ORDER DATE : June 20, 2001

ORDER TIME : 11:23 AM

ORDER NO. : 192637-005

500004439095--8

CUSTOMER NO: 4329325

CUSTOMER: Jan D. McCormick, Esq
Brant Moore Macdonald & Wells,
P.a.
P. O. Box 4548

Jacksonville, FL 32201-4548

DOMESTIC FILING

NAME: TOTAL LANDSCAPING SERVICES OF
JACKSONVILLE, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118
EXAMINER'S INITIALS: *✓
Jef 6/25/01*

RECEIVED

01 JUN 25 PM 12:25
DIVISION OF CORPORATION

JUN-22-01 02:00PM FROM-Brant Moore Macdonald & Wells P.A.

904-353-1166

T-210 P.02/02 F-641

HELEN HAMMOND
2700 Dennis Drive
Orange Park, Florida 32065

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 22, 2001

Secretary of State of Florida
Corporate Division
Department of State
George Firestone Building
408 East Gaines Street
Tallahassee, Florida 32399

Re: Total Landscaping Services of Jacksonville and Initials "TLS"

Dear Sir/Madam:

This letter is to serve as authorization and approval for Total Landscaping Services of Jacksonville, Inc. to use the name Total Landscaping Services of Jacksonville and the initials "TLS" pursuant to their Articles of Incorporation and pursuant to my approval as owner of the above-referenced Trademark.

If you have any questions regarding the approval stated above, please do not hesitate to call.

Very truly yours,



Helen Hammond

JDM/clw
77187.1

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ARTICLES OF INCORPORATION
OF
TOTAL LANDSCAPING SERVICES OF JACKSONVILLE, INC.

2001 JUN 25 PM 12:49

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is Total Landscaping Services of Jacksonville, Inc.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of the common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 2700 Dennis Drive, Orange Park, Florida 32065. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

Helen Hammond
2700 Dennis Drive
Orange Park, FL 32065

Pearl Golden
837 Floyd Street
Green Cove Springs, FL 32043

ARTICLE IX - INCORPORATOR

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

Jan D. McCormick
50 N. Laura Street, Suite 3100
Jacksonville, Florida 32202

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

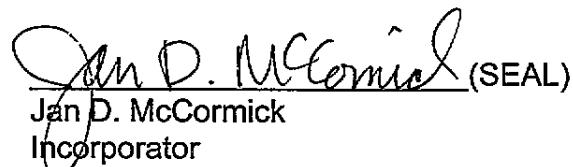
The street address of the initial registered office of this Corporation is 50 N. Laura Street, Suite 2750, Jacksonville, Florida 32202 and the name of the initial registered agent of this Corporation at that address is Brant, Abraham, Reiter & McCormick, P.A.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.


Jan D. McCormick (SEAL)
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for Total Landscaping Services of Jacksonville, Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

BRANT, ABRAHAM, REITER &
MCCORMICK, P.A.

By: Jan D. McCormick
Jan D. McCormick
Its: Vice President
Registered Agent

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TALLAHASSEE, FLORIDA