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July 19, 2001

Secretary of State
Corporations Division
The Capitol
Tallahassee, Florida 32301

100004492231--7
-07/23/01--01116--005
*****70.00 *****70.00

Re: Acorn Custom Colored Mulch, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate Designating Registered Officer and Registered Agent for the above-referenced corporation for filing. I have enclosed my check in the amount of \$70.00 to cover the cost of same. Please return the Certificate of Incorporation to my attention. Thank you for your attention to this matter.

Sincerely,

David L. Levy

DLL:lfh

Enclosures

cc: Mr. Shawn A. Waller

FILED
01 JUL 23 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ACORN CUSTOM COLORED MULCH, INC.

FILED
01 JUL 23 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be ACORN CUSTOM COLORED MULCH, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any and all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be: 13342 Clay Avenue, Largo, FL 33773 and the name of the initial registered agent of the corporation at that address is: SHAWN WALLER.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - SPECIAL PROVISION

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder 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 prorata share thereof at the price at which it is offered to others.

ARTICLE VIII - DIRECTORS

This corporation shall have one (1) Director initially. The affairs of the corporation will be managed by the Director so designated as provided by the By-Laws of this corporation.

SHAWN WALLER

13342 Clay Avenue
Largo, FL 33773

ARTICLE IX - SUBSCRIBERS

The name and street address of the sole subscriber to these Articles of Incorporation is: Mr. Shawn Waller, 13342 Clay Avenue, Largo, Florida 33773.

ARTICLE X - DATE OF INCORPORATION

The date of incorporation for the corporation listed above shall be the date of subscription of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this

5th day of June, 2000.

WITNESSES:

Lisa Humbert
Wendy Woods

Shawn A Waller
SHAWN WALLER

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 5th day of June, 2001, by: SHAWN WALLER.

Lisa F. Humbert
NOTARY PUBLIC

My Commission Expires:



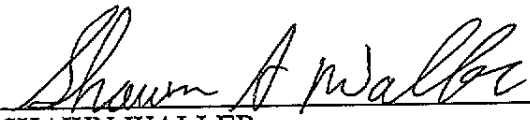
CERTIFICATE DESIGNATING REGISTERED OFFICE AND
REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That SHAWN WALLER desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at: 13342 Clay Avenue, Largo, FL 33773, has named SHAWN WALLER of 13342 Clay Avenue, Largo, Florida 33773, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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


SHAWN WALLER

FILED
01 JUL 23 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA