

Division of Corporations

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Florida Department of State

Division of Corporations

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Division of Corporations
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From:
Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904)359-2000
Fax Number : (904)359-8700

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**GMI IRRIGATION & LANDSCAPE, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
GMI IRRIGATION & LANDSCAPE, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act (the "Act"), adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is GMI Irrigation & Landscape, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 5772 Timuquana Rd., Jacksonville, Florida 32210.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 2,000 shares of voting common stock having a par value of \$0.01 per share.

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ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 5772 Timuquana Rd., Jacksonville, Florida 32210, and the name of the initial registered agent of this corporation at that address is Matthew Kenyon.

ARTICLE VI**DIRECTORS**

Section 6.1 Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Matthew Kenyon	5772 Timuquana Rd. Jacksonville, Florida 32210
Christopher Wilkerson	5772 Timuquana Rd. Jacksonville, Florida 32210
Patricia A. Michael	5772 Timuquana Rd. Jacksonville, Florida 32210

ARTICLE VII**BYLAWS**

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time only by a two-third's (2/3's) vote of the shareholders.

ARTICLE VIII**INCORPORATOR**

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

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Name

Matthew Kenyon

Address

5772 Timuquana Rd.
Jacksonville, Florida 32210

ARTICLE IX

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

AMENDMENT


Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a two-third's (2/3's) vote of shares issued and outstanding, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

CUMULATIVE VOTING

Section 11.1 Cumulative Voting. Each shareholder shall have the right to cumulate his votes in the election of directors as is provided in Section 607.0728 of the Act.

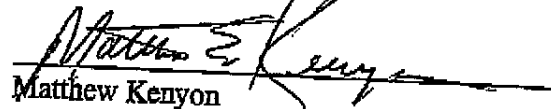
IN WITNESS WHEREOF, the incorporator has executed these Articles the 8th day of August, 2001.


Matthew Kenyon, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I, Matthew Kenyon, agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties. I am familiar with and accept the obligations of a registered agent.


Matthew Kenyon

Date: August 8, 2001

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