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October 10, 2001

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **MARCHER'S COMPLETE LANDSCAPE INC.**

Service

Dear Sir or Madam:

Enclosed please find one (1) original of the Articles of Incorporation and the Acceptance of Designation of Registered Agent, along with a check in the amount of \$78.75 representing the following:

- \$35.00 fee for filing the Articles of Incorporation;
- \$35.00 fee for filing the designation of resident agent; and
- \$ 8.75 fee for one (1) certified copy of Articles of Incorporation.

If you have any questions, or require additional information, please do not hesitate to contact me. Thank you for your attention in this matter.

Respectfully yours,

Pierre A.L. Mommers

PALM/sm
cc: Audrey A. Marcher

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MARCHER'S COMPLETE LANDSCAPE SERVICE, INC.**

THE UNDERSIGNED incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of the corporation shall be MARCHER'S COMPLETE LANDSCAPE SERVICE, INC. (hereinafter referred to as "the corporation.").

ARTICLE II - Principal Office

The principal place of business and mailing address of the corporation shall be 710 Washburn Road, # 5, Melbourne, Florida, 32935.

ARTICLE III - Purpose

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV - Term of Existence

The term of existence of this corporation shall be perpetual.

ARTICLE V - Shares of Stock

The number of shares that the corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of one dollar (\$1.00). The consideration to be paid for each share of stock shall be determined by the Board of Directors.

ARTICLE VI - Board of Directors

The initial Board of Directors shall be appointed by the incorporator. Any changes concerning the number of directors making up the Board of Directors and the qualification of individuals, corporations, and other entities to be directors shall be provided for in the Bylaws, as amended.

ARTICLE VII - Officers

The general officers of the corporation may be the President, Vice-President, Secretary, and Treasurer. The principal duties of each officer shall be prescribed in the Bylaws of the corporation, as amended. Any changes concerning the qualifications of the persons entitled to be officers, and the manner in which officers shall be elected or appointed, shall be provided for in the Bylaws, as amended. The initial officers of the corporation shall be:

President: Grant G. Marcher
710 Washburn Road, # 5, Melbourne, Florida, 32935.

Vice-President: Jan G. Marcher
710 Washburn Road, # 5, Melbourne, Florida, 32935.

Secretary: Audrey A. Marcher
710 Washburn Road, # 5, Melbourne, Florida, 32935.

ARTICLE VIII - Indemnification

The corporation shall indemnify and hold harmless from liability any incorporator, director, and/or officer of the corporation, to the full extent permitted by law.

ARTICLE IX - Initial Registered Agent

The name and address of the initial registered agent in Florida for the corporation are

Audrey A. Marcher
710 Washburn Road, # 5, Melbourne, Florida, 32935.

ARTICLE X - Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

Audrey A. Marcher
710 Washburn Road, # 5, Melbourne, Florida, 32935.

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ARTICLE XI - Amendment

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the holders of outstanding shares of stock, if any, and approved at a shareholders meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders, if any, sign a written statement manifesting their intent that a particular amendment of the Articles of Incorporation be made.

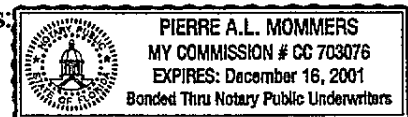
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these articles of incorporation at Melbourne, Brevard County, Florida, on October 10, 2001.

Audrey A. Marcher
Audrey A. Marcher

SWORN TO AND SUBSCRIBED before me this 10 day of October, 2001, by Audrey A. Marcher, (☒) who is personally known to me or () produced _____ as identification.

[Signature]
NOTARY PUBLIC

My Commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent in the articles of incorporation of this corporation, I hereby consent to accept service of process for this corporation at the place designated above and in the articles of incorporation, and 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.

Audrey A. Marcher
Audrey A. Marcher
REGISTERED AGENT