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LAW OFFICES OF LAWRENCE W. DUFFY

December 26, 2001

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

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-12/28/01--01032--018
*****70.00 *****70.00

Re: Incorporation of Benjamin Landscaping, Inc.

To Whom It May Concern:

Enclosed please find the following documents in the above referenced matter:

1. Original and one copy of Articles of Incorporation for Benjamin Landscaping, Inc. for filing with the Department of State. Please date stamp the copy and return to our office.
2. Check numbered 1584 in the amount of \$70.00 representing the fee for same.
3. Stamped self-addressed envelope for return of date stamped copy.

Should you have any questions please feel free to contact our office.

Very truly yours,

Regina Holley

Regina Holley
Legal Assistant to M. Chris Edwards, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
BENJAMIN LANDSCAPING, INC.**

ARTICLE I

Name

The name of the corporation shall be BENJAMIN LANDSCAPING, INC.

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Purpose

This corporation is organized for the purpose of engaging in any or all lawful business for which corporations may be incorporated.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 100,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V

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 she already holds, shall have the right to purchase her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VI

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 916 Firetree Road, North Palm Beach, FL 33408, and the name of the initial registered agent of this corporation at such office is Matthew Benjamin, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The mailing address of this corporation is 916 Firetree Road, North Palm Beach, FL 33408.

ARTICLE VIII

Initial Board of Directors

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws.

ARTICLE IX

Incorporator

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


Matthew Benjamin
916 Firetree Road
North Palm Beach, FL 33408

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

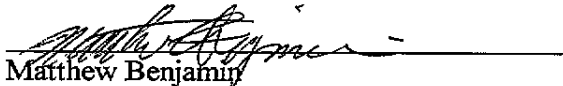
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 26th day of December, 2001.


Matthew Benjamin

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BENJAMIN LANDSCAPING, INC. at the place designated in the articles of incorporation, Heather Benjamin, agrees to act in this capacity and agrees to comply with the provisions of section 48.091 relative to keeping such office open.

Dated this 26 day of December, 2001.


Matthew Benjamin

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