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ATTORNEYS AT LAW

Firm Established 1924

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JAY ANDREW BRETT
JOHN F. STEWART +
CRAIG R. HERSCH**
D. HUGH KINSEY, JR.
OF COUNSEL
JOHN W. SHEPPARD*

* BOARD CERTIFIED IN REAL ESTATE, TRUSTS & ESTATES
+ CERTIFIED PUBLIC ACCOUNTANT (FL)
+ ALSO ADMITTED IN IOWA

W. S. SHEPPARD (1908-1968)
W. S. SHEPPARD (1908-1971)

January 18, 2002

Corporate Services Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

300004784369--4
-01/18/02--01046--011
*****78.75 *****78.75

Re: DAMIAN LANDSCAPING, INC.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation.
Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	\$ 35.00
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Sincerely,

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

D. Hugh Kinsey, Jr.

DHK:dlb
Enclosures
KS-5065

FILED
02 JAN 18 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

DAMIAN LANDSCAPING, INC.

FILED
02 JAN 18 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, RAUL DAMIAN and FAUSTINO TORRES, hereby execute this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is DAMIAN LANDSCAPING, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his 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.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 27812 Quinn Street, Bonita Springs, Florida 34135, and the name of the initial registered agent of this Corporation at that address is: RAUL DAMIAN.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than two (2) or more than seven (7).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
RAUL DAMIAN	President/Secretary	27812 Quinn Street Bonita Springs, FL 34135
FAUSTINO TORRES	Vice President/ Treasurer	18661 Oriole Road Fort Myers, FL 33912

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

NAME OF SUBSCRIBER

ADDRESS

RAUL DAMIAN

27812 Quinn Street
Bonita Springs, FL 34135

FAUSTINO TORRES

18661 Oriole Road
Fort Myers, FL 33912

ARTICLE XI

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

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this

15th day of January, 2002.

Raul Damian M
Raul Damian, Incorporator

Faustino
Faustino Torres

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 15th day of Jan., 2002, by RAUL DAMIAN, () who is personally known to me or (x) who produced FL Drivers License as identification.

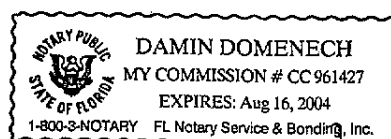
Damin Domenech
Notary Public

(SEAL)

Comm. Exp. Date:

Comm. Number:

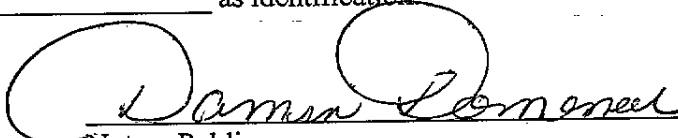
Printed Name of Notary: DAMIN DOMENECH



STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 15th day of Jan, 2002, by FAUSTINO TORRES, (X) who is personally known to me or () who produced _____ as identification

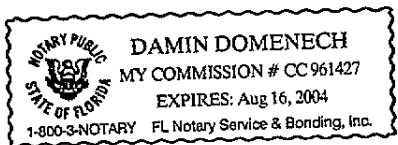

Notary Public

(SEAL)

Printed Name of Notary: DAMIN DOMENECH

Comm. Exp. Date:

Comm. Number:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT DAMIAN LANDSCAPING, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
IN THE CITY OF BONITA SPRINGS, COUNTY OF LEE, STATE OF FLORIDA, HAS NAMED
RAUL DAMIAN, LOCATED AT 27812 QUINN STREET, BONITA SPRINGS, LEE COUNTY,
FLORIDA 34135, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

DAMIAN LANDSCAPING, INC.

(RD)
Signature:

Raul Damian M
(Corporate Officer)

Title: President/Secretary

Date:

January 15, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

(RD)
Signature:

Raul Damian M
Resident Agent

Date:

January 15, 2002

FILED
02 JAN 18 AM 9:55
TALLAHASSEE FLORIDA
SECRETARY OF STATE