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SYFRETT & DYKES

Law Offices, P.A.
311 Magnolia Avenue
PO Box 1186
Panama City, Florida 32402-1186

02 APR -8 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DOUGLAS B. DYKES*
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April 5, 2002

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

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

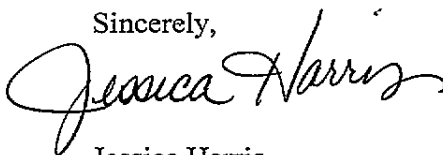
RE: Pro-Ag Landscaping, Inc.

Dear Sir/Madam:

Enclose please find the Articles of Incorporation to be filed regarding the above-referenced matter. Also enclosed is a check in the amount of \$78.75 for the filing fee. Please mail a certified copy to the address above. If you have any questions, please do not hesitate to contact our office.

Thank you for your attention to this matter.

Sincerely,



Jessica Harris
Legal Assistant to
Douglas B. Dykes, Esquire

DBD/jhh
Enclosures as stated

00412

ARTICLES OF INCORPORATION
OF
PRO-AG LANDSCAPING, INC.

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is PRO-AG LANDSCAPING, INC.

Article II - Address

The mailing address of the principal office of this corporation is 11315 Old Bicycle Road, Panama City, Florida 32404.

Article III - Duration

This corporation shall exist perpetually commencing on the date of the execution and acknowledgment of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation shall be issued as S-Corporation stock in accordance with a plan or plans under the applicable provisions of the Tax Reform Act of 1986.

Article VI - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 311 Magnolia Avenue, Panama City, Florida 32401 and the name of the initial registered resident agent of this corporation at that address is Douglas B. Dykes.

Article IX - Initial Board of Directors and Officers

This corporation shall have 1 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are as follows: LESTER HARRISON, President, Vice President, Secretary, and Treasurer, 11315 Old Bicycle Road, Panama City, Florida 32404.

Article X - Incorporator

The name and address of each person signing these Articles is: LESTER HARRISON, 11315 Old Bicycle, Panama City, Florida 32401.

Article XI - Bylaws

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

Article XII - Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued to the following persons and in the amounts set opposite their names: LESTER HARRISON 1000 SHARES

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall further be specified by written agreement among all of the shareholders and this corporation.

Article XIII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Article XIV - Calling of Special Meetings

Special meetings of shareholders may be called by a majority of the outstanding shares.

Article XV - Shareholder Quorum and Voting

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.

Article XVI - Management of
Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article XVII - Director Quorum and Voting

A majority of directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of all of the remaining directors, shall be the act of the Board of Directors.

Article XVIII - Meeting by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XIX - Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XX - Indemnification

The 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.

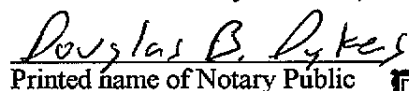
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 4 day of April, 2002.


LESTER HARRISON

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LESTER HARRISON known to me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 4th day of April, 2002.


Printed name of Notary Public

My Commission Expires: 5/8/03

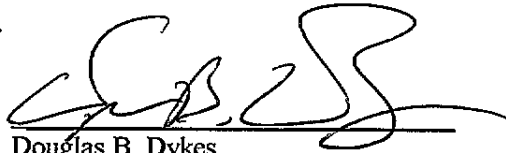
Personally known: ☒ Produced Identification: _____



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

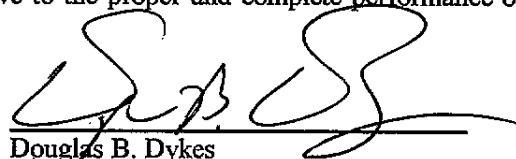
In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **PRO-AG LANDSCAPING, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Panama City, State of Florida, has named Douglas B. Dykes, 311 Magnolia Avenue, Panama City, Florida 32401, as its agent to accept service of process within Florida.



Douglas B. Dykes
Title: Registered Agent
Date: 4/4/02

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.



Douglas B. Dykes
REGISTERED AGENT
Date: 4/4/02

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TALLAHASSEE, FLORIDA