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April 15, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
02 APR 19 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
300005301789-6
-04/19/02-01033-008
*****70.00 *****70.00

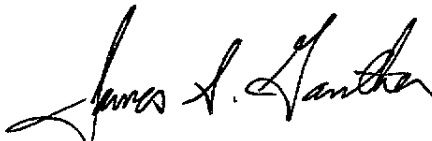
Re: Articles of Incorporation

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for filing with regard to Ameriscape USA, Inc. I have included a check in the amount of \$70.00 for the filing fee and for the designation of Registered Agent. Please return to me stamped copies of the Articles of Incorporation. I have enclosed a postage paid return envelope for your convenience.

Thank you for your assistance. Should you have any questions, please contact me at (813) 215-5404.

Sincerely,


James S. Ganther

JSG/lm
enclosures

g4/25

**ARTICLES OF INCORPORATION
OF
AMERISCAPE USA, INC.**

FILED
02 APR 19 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 is Ameriscape USA, Inc.

**ARTICLE II
Principal Office**

The address of the initial principal place of business of the corporation is 633 N. Franklin St., Suite 510, Tampa, Florida 33602.

**ARTICLE III
Stock**

The number of shares of stock the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares, all of which shall be common shares in one class only, each with a par value of \$0.01 per share.

**ARTICLE IV
Initial Registered Agent and Address**

The Registered Agent of the corporation is James S. Ganther, and the registered address is 238 E. Davis Blvd., Suite 309, Tampa, Florida 33606.

**ARTICLE V
Purpose**

The purpose for which the corporation is organized is to engage in any legal business.

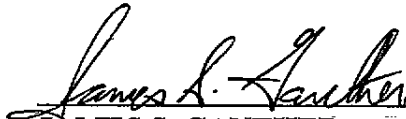
**ARTICLE VI
Management**

The business of the corporation shall be managed by a board of directors elected by the shareholders in accordance with the Bylaws of the corporation.

**ARTICLE VII
Incorporator**

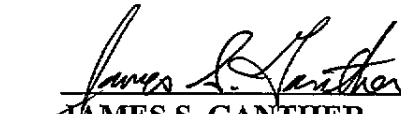
The name and street address of the incorporator is as follows: James S. Ganther, 238 E. Davis Blvd., Suite 309, Tampa, Florida 33606.

The undersigned has executed these Articles of Incorporation this 15th day of April, 2002.



JAMES S. GANTHER
Incorporator

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in the certificate, I hereby 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 am familiar with and accept the obligations of my position as Registered Agent, this 15th day of April, 2002.



JAMES S. GANTHER
Registered Agent

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TALLAHASSEE, FLORIDA