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

August 19, 2002

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

Dear Sir or Madam:

We enclose the original and one copy of draft Articles of Incorporation of M & S Landscaping, Inc. together with a check in the amount of \$78.75

We would be very grateful if you would process the incorporation of this company at your earliest convenience.

Yours truly,

A handwritten signature in cursive script that reads "Hugh Morgan".

Hugh Morgan, C. A.
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98/23

**ARTICLES OF INCORPORATION
OF
M & S LANDSCAPING, INC.**

The undersigned acting as incorporator, of a corporation under the Florida Business Corporations Act,
hereby adopts the following Articles for such corporation.

ARTICLE I

The name of the corporation shall M & S Landscaping, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The principal place of business and mailing address of the corporation shall be:

Suite D-113, 2831 Ringling Boulevard
Sarasota, Florida 34237

ARTICLE IV

The corporation shall have one class of stock of which there shall be ten thousand authorized shares having
a par value of \$0.10 each.

ARTICLE V

Every shareholder shall have the right to purchase his or her pro rata share of any new stock of this
corporation of the same kind, class or series as that which he or she already holds at a price, which it is
offered to all other shareholders.

ARTICLE VI

The initial Registered Agent of the corporation shall be Hugh Morgan, located at the corporation's
registered office:

Suite D-113, 2831 Ringling Boulevard,
Sarasota, Florida 34237

ARTICLE VII

The incorporator of the corporation is:
Hugh Morgan
Suite D-113, 2831 Ringling Boulevard
Sarasota, Florida 34231

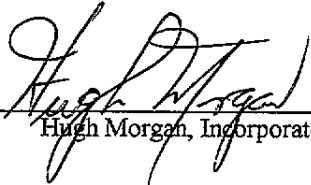
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TALLAHASSEE, FLORIDA

ARTICLE VIII

The purpose or purposes for which the corporation is organized are to engage in the practice industrial, commercial and residential landscaping and to engage in any activity or business permitted under the laws of the United States of America and this state.

The undersigned incorporator has executed these articles this 16th day of August, 2002


Hugh Morgan, Incorporator

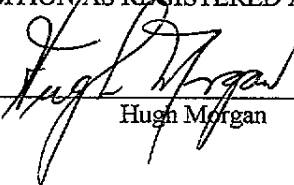
Certification of Designation Registered Agent/Registered Office

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation organized under the laws of The State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is M & S Landscaping, Inc.
2. The name and address of the registered agent and office is:

Hugh Morgan
2831 Ringling Boulevard, Suite D-113
Sarasota, Florida 34237

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Hugh Morgan

08/19/02
Date