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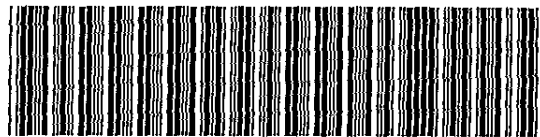
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Frank Albear GAVE
AUTHORIZATION BY PHONE TO
CORRECT corp name
DATE 12-06-02
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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GONZALEZ & PORCHER

1870 FOREST HILL BOULEVARD, SUITE 203

WEST PALM BEACH, FLORIDA 33406

PHONE: (561) 965-6550

FAX: (561) 965-0885

MARCOS R. GONZALEZ, ESQ.

RANDALL T. PORCHER, ESQ.

FRANK M. ALBEAR, ESQ.

MARIANO GARCIA, ESQ.

WORKERS' COMPENSATION

PERSONAL INJURY

November 18, 2002

State Of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32304

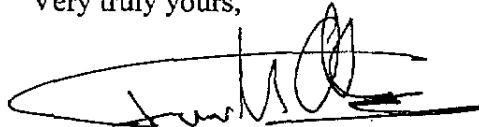
Re: EMPEROR LANDSCAPING, INC.

Dear Sir/Madam:

Enclosed is the original executed Articles of Incorporation for Empire Landscaping, Inc. for filing. Also enclosed is a photocopy of same for certification and return to the undersigned, as well as a check in the amount of \$78.75 for the filing fee and certified copy fee.

Thank you for your time and attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Frank M. Albear', written over a horizontal line.

Frank M. Albear, Esquire

FMA/KID
Enclosure

ARTICLES OF INCORPORATION
OF
EMPEROR LANDSCAPING, INC.

a Florida corporation

Article I

Name

The name of the corporation is **EMPEROR LANDSCAPING, INC.**

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Capital Stock

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

Article V

Initial Registered office and Agent

The street address and the principal place of business of this corporation 2920 Buck Ridge Trail,
Loxahatchee, Florida 33470.

The initial registered office of the corporation shall be 1870 Forest Hill Boulevard, Suite 203, West Palm
Beach, Florida 33406 and the name of the initial registered agent of this corporation at the address is Frank
M. Albear, Esquire.

Article VI

Initial Board of Directors

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TALLAHASSEE, FLORIDA

This corporation shall have one (1) director 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 (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Jose Arroliga	2920 Buck Ridge Trail Loxahatchee, FL 33470

Article VII

Officers

The following individuals be and are elected by the director to the offices set forth opposite their names, to serve until their successors are duly elected, qualified and seated:

<u>Name</u>	<u>Office</u>
Jose Arroliga	President, Vice President, Secretary, Treasurer

Article VIII

Incorporators

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

<u>Name</u>	<u>Address</u>
Frank M. Albear	1870 Forest Hill Boulevard, Suite 203 West Palm Beach, FL 33406

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings, and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

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

Article XII

Bylaws

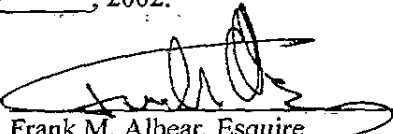
The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when the corporation shall commence shall be the date of filing of these Articles of Incorporation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of NOV., 2002.


Frank M. Albear, Esquire

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Frank M. Albear, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 22nd day of Nov, 2002.


Notary Public
Printed Name of Notary: _____
Commission no.: _____
Commission Expires: _____

(Notary Seal)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

EMPEROR LANDSCAPING, INC.

2. The name and address of the registered agent and office is:

Frank M. Albear, Esquire
1870 Forest Hill Boulevard
Suite 203
West Palm Beach, FL 33406

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

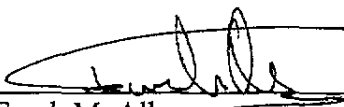
By: 

Frank M. Albear

Title: Incorporator

Date: 11-22-02

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, and I accept the duties and obligations of sections 607.0505 Florida Statutes.


Frank M. Albear

Date 11-22-02