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Opa-Locka, FL 33054

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02 DEC 20 AM 9:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION OF
LEAP FROG PONDS & LANDSCAPES, INC.**

ARTICLE I

The name of the corporation is Leap Frog Ponds & Landscapes, Inc.

ARTICLE II

The address of the principal office and the mailing address of the Corporation is:

8511 SW 27 Terrace
Miami, FL 33155

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Per Value Per Share</u>	<u>Class of Stock</u>
1,000	\$0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's By-laws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 8511 SW 27 Terrace, Miami, FL 33155, and the name of its initial registered agent at such office is Luis H. Perez.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's By-laws. The number of directors constituting the initial Board of Directors are two, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors are:

Luis H. Perez and Luisa Perez
8511 SW 27 Terrace
Miami, FL 33155

ARTICLE VII

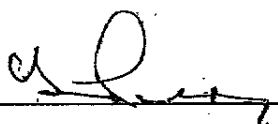
The name and address of the Incorporator is Luis H. Perez at 8511 SW 27 Terrace, Miami, FL 33155.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 12th Day of December, 2002.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA


Incorporator


Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Leap Frog Pond & Maintenance, Inc. accepts such designation and is familiar with and accepts, the obligations of such position, as provided in Florida Statutes 607.0505.



Registered Agent

Dated: Dec. 12, 2002

STATE OF FLORIDA)

) ss.

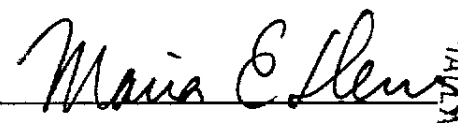
COUNTY OF DADE)

BEFORE ME, the undersigned authority, on this 12th day of December, 2002 personally appeared Luis H. PENEZ, to me well known and known to me to be the person described in and who signed the foregoing Articles of Incorporation and he acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

My Commission Expires:




Notary Public, State of Florida

MARIA E. DENIS

02 DEC 28 AM 9:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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