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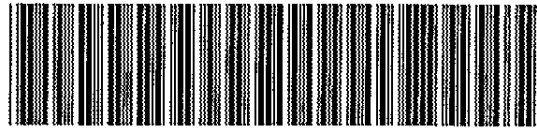
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

PAUL T. MARKS
ATTORNEY AT LAW
307 S. Boulevard
Tampa, Florida 33606
(813) 250-1252
Fax: (813) 250-1591

February 5, 2003

Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

RE: GardenScapes & Design, Inc.

Dear Sir/Madam:

Enclosed please find the following items in connection with the filing of the Articles of Incorporation of the above-referenced corporation to be effective on immediately.

1. Original and one copy of the Articles of Incorporation
2. Certificate Designating Registered Agent
3. My check in the amount of \$70.00 to cover the following costs:
 - a. Filing fee \$35.00
 - b. Registered Agent Fee 35.00

Once the filing is completed, please forward the appropriate certificate to this office.

Thank you for your assistance in this matter.

Sincerely yours,


PAUL T. MARKS

PTM/mp

Encls.

**ARTICLES OF INCORPORATION
OF
GARDENSCAPES & DESIGN, INC.**

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* * * * *

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is GardenScapes & Design, Inc. (hereafter "Corporation").

ARTICLE I - PURPOSE

The corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this corporation is 9508 E. Martin Luther King Blvd., Tampa, Florida 33610 and the mailing address is the same.

ARTICLE IV - INCORPORATOR

The name and street address of the incorporator of this corporation is:
Paul T. Marks, 307 S. Boulevard, Ste. D, Tampa, Florida 33606

ARTICLE V - OFFICERS

The names of the officers of the corporation shall be:

Donald Reymers	-	President
Steven Green	-	Secretary
Larry Stephens	-	Treasurer

whose addresses shall be the same as the principal office of the corporation.

ARTICLE VI - DIRECTORS

The names of the initial directors of the corporation shall be:

Steve Green

Donald Reymers

Larry Stephens

whose addresses shall be the same as the principal office of the corporation.

ARTICLE VII - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this corporation is authorize to have outstanding at any time is 7,500 shares of common stock, each share having a par value of \$1.00.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to vote for each share on all matters on which shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the corporation, shall be entitled to receive the net assets of the corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

7.5 The Board of Directors of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the by-laws of the corporation.

7.6 The Board of Directors of the corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualification, or term or conditions of redemption of the stock.

ARTICLE VIII - SUB-CHAPTER S CORPORATION

The corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this corporation may elect, and, if, elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the corporation unanimously agree otherwise in writing.

8.2 After this corporation has elected to be an S Corporation, none of the shareholders of this corporation, without the written consent of all the shareholders of this corporation shall take any action, or make any transfer or other disposition of the shareholder's shares of stock in the corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the corporation has elected to be an S Corporation, each share of stock issued by this corporation shall contain the following legend:

“The shares of stock represented by this Certificate cannot be transferred if such transfer would void the election of the corporation to be taxed under S-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE IX - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the corporation and transferability of the shares of stock of the corporation. A copy of the Shareholders' Restrictive Agreement, if any, is to be on file at the principal office of the corporation.

ARTICLE X - POWERS OF CORPORATION

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XI - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE XII - REGISTERED OWNERS

The corporation to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and excepts as may be agreed in writing by the corporation, the corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the corporation shall have notice thereof.

ARTICLE XIII - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 307 S. Boulevard, Ste. D, Tampa, Florida 33606. The name and address of the registered agent of this corporation is Paul T. Marks located at 307 S. Boulevard, Ste. D, Tampa, Florida 33606.

ARTICLE XIV - BY-LAWS

The Board of Directors of the corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal By-laws of the corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-laws.

ARTICLE XV - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State, State of Florida.

ARTICLE XVI - AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon the shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

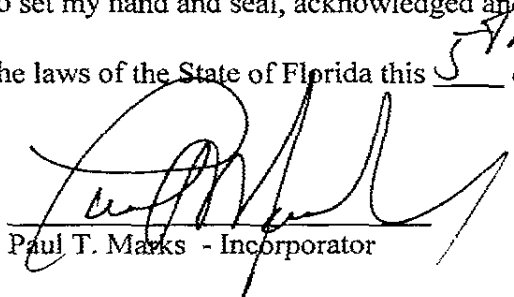
ARTICLE XVII - INDEMNIFICATION

The corporation shall indemnify a director or officer of the corporation who was wholly

successfully, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officers is or was a director or officer of the corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The corporation may indemnify an individual make a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees or agents of the corporation shall apply when such persons are serving at the corporation's request while a director, officer, employee or agent of the corporation, as the case may be, as a director, officer, or agent of the corporation, as the case may be as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the corporation. The corporation also may pay for or reimburse the reasonable attorney fee and expenses incurred by a director, officer, employee or agent of the corporation who is a party to a proceeding in advance of final disposition of the proceeding. The corporation may also purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the corporation, whether or not the corporation would have power to indemnify the individual against the same liability under law. All references in these Articles of Incorporation are deemed to include any amendment or

successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the corporation or the ability of the corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of attorney's fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 5th day of February, 2003.


Paul T. Marks - Incorporator

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

Paul T. Marks, having been designated as the Registered Agent of the corporation and having a business office located at 307 S. Boulevard, Ste. D, Tampa, Florida 33606, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Paul T. Marks - Registered Agent

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