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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-31-03
[Signature]



SIMPSON PAULL, LLC

ATTORNEYS AT LAW

Kurt Andrew Simpson
Diane Lynn Paull*
Heather Brooke Quick
*Also admitted in Michigan

3500 South Third Street
Jacksonville Beach, Florida 32250

Tel: (904) 249-7288
Fax: (904) 249-1779

December 17, 2003

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

To Whom It May Concern:

I am enclosing herewith an original and one (1) copy of the Articles of Incorporation of MBI LANDSCAPING, INC. Also, enclosed is my firm's check in the amount of \$122.50 representing the filing fee for the Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,

SIMPSON PAULL, LLC

HEATHER BROOKE QUICK, ESQUIRE

HBQ/sh
Enclosure: Articles of Incorporation
Check

ARTICLES OF INCORPORATION

OF

MBI LANDSCAPING, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is MBI Landscaping, Inc. and its principal place of business shall be located at 861 South 10th Street, Jacksonville Beach, Florida 32250.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of common stock at One Hundred Dollars (\$100.00) par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3500 South Third Street, Jacksonville Beach, Florida 32250, and the name of the initial registered agent of this corporation at that address is Heather Brooke Quick.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until the successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of

Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
David M. Fogg	1831 Twelve Oaks Lane Neptune Beach, Florida 32266

ARTICLE VIII - OFFICERS

The name and address of the initial officer of the corporation, who shall serve until the successors shall be elected or appointed, is:

<u>Name</u>	<u>Address</u>
President	David M. Fogg 1831 Twelve Oaks Lane Neptune Beach, Florida 32266
Vice President	
Secretary	David M. Fogg 1831 Twelve Oaks Lane Neptune Beach, Florida 32266
Treasurer	

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
David M. Fogg	1831 Twelve Oaks Lane Neptune Beach, Florida 32266

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

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TALLAHASSEE, FLORIDA

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 12/16, 2003

By 
DAVID M. FOGG, Incorporator

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that MBI Landscaping, Inc. desiring to organize or qualify under the laws of the State of Florida, has named Heather Brooke Quick located at 3500 South Third Street, Jacksonville Beach, Florida 32250, as its agent to accept service of process within Florida.

Dated: 12/16, 2003

By 
DAVID M. FOGG, Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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 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.

Dated: 12/16, 2003

By 
HEATHER BROOKE QUICK, Registered Agent