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Law Offices of
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ATTORNEY AT LAW

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July 2, 2004

Secretary of State
Division of Corporations
The George Firestone Bldg.
409 Gaines Street
Tallahassee, Florida 32399


**RE: FILING OF ARTICLES OF INCORPORATION FOR
D&N Landscape, Sod & Tree of Southwest Florida, Inc.**

Dear Sir/Madam:

Enclosed please find a check payable to the Secretary of State in the amount of \$70.00 for filing of the enclosed Articles of Incorporation for **D&N Landscape, Sod & Tree of Southwest Florida, Inc.** If you should have any questions or need any further information, please feel free to call.

Very truly yours,

TIMOTHY W. GENSMER, P.A.



Timothy W. Gensmer
TWG/tgw

Enclosures:

ARTICLES OF INCORPORATION
OF
D & N LANDSCAPE, SOD & TREE OF SOUTHWEST FLORIDA, INC.

ARTICLE 1. - NAME

The name of this corporation is **D & N LANDSCAPE, SOD & TREE OF SOUTHWEST FLORIDA, INC.**

ARTICLE 2. - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE 3. - PURPOSE

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

ARTICLE 4. - POWERS

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

ARTICLE 5. - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The holders of the common stock of the corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the corporation as may be issued from time to time of the corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute

a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the corporation, and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE 7. - PRINCIPAL OFFICE OR MAILING ADDRESS

The street address of principal office is **1351 23rd Street, Sarasota, Florida 34234** and the mailing address of the corporation is **1351 23rd Street, Sarasota, Florida 34234**.

ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **1351 23rd Street, Sarasota, Florida 34234** and the name of the initial registered agent of this corporation at that address is **Dwayne Stackhouse**.

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

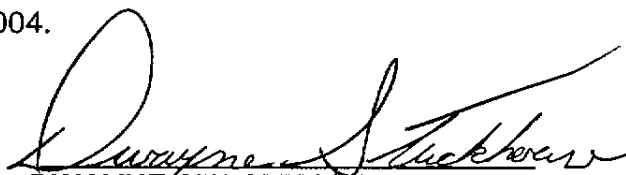
**Dwayne Stackhouse
1351 23rd Street
Sarasota, Florida 34234**

ARTICLE 10. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation on the

2nd day of July, 2004.


DWAYNE STACKHOUSE

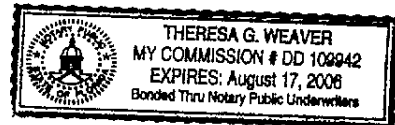
STATE OF FLORIDA
COUNTY OF Sarasota

Before me, a Notary Public, appeared **DWAYNE STACKHOUSE** known to be the person described as the Incorporator, or who produced Drivers License as identification, who executed the foregoing Articles of Incorporation, and said person did acknowledge subscribing to the same.

Witness my hand and official seal this 2nd day of July, 2004.

[Signature]
NOTARY PUBLIC

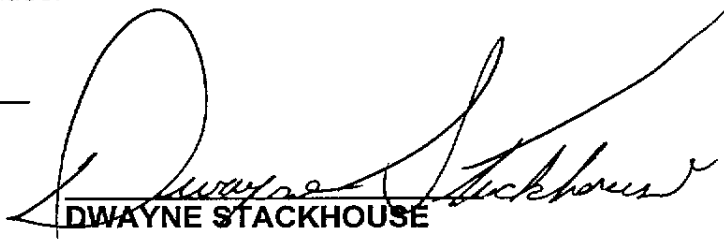
MY COMMISSION EXPIRES:



**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
D & N LANDSCAPE, SOD & TREE OF SOUTHWEST FLORIDA, INC.**

Having been named to accept service of process for the above-stated corporation, at the place designated in the corporation's articles of incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: July 2, 2004


DWAYNE STACKHOUSE