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**FLORIDA PROFIT CORPORATION OR P.A.  
PROFESSIONAL MULCH & GROUND COVERINGS, INC.**

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**ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL MULCH & GROUND COVERINGS, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

**PROFESSIONAL MULCH & GROUND COVERINGS, INC.**

SECOND: The initial principal office and mailing address [specify both if different] of the Corporation is:

**PROFESSIONAL MULCH & GROUND COVERINGS, INC.  
1230 WILDWOOD LAKES BOULEVARD, #202  
NAPLES, FL 34104**

THIRD: The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock and the par value of each share shall be one dollar par value (\$1.00). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

**PROFESSIONAL MULCH & GROUND COVERINGS, INC.  
1230 WILDWOOD LAKES BOULEVARD, #202  
NAPLES, FL 34104**

and the name and address of the Corporation's initial registered agent at such address is:

**MATHUE KINDINGER  
1230 WILDWOOD LAKES BOULEVARD, #202  
NAPLES, FL 34104**

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of each person who is to serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is:

**MATHUE KINDINGER, President, Secretary and Treasurer  
1230 WILDWOOD LAKES BOULEVARD, #202  
NAPLES, FL 34104**

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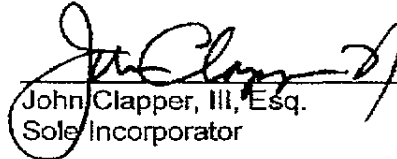
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SIXTH: The name and address of the sole incorporator is:

John Clapper, III, Esq.  
Roetzel & Andress, LPA  
850 Park Shore Drive, Suite 300  
Naples, Florida 34103

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 25 day of October, 2004.

  
John Clapper, III, Esq.  
Sole Incorporator

I, **MATHUE KINDINGER**, having been designated to act as registered agent, hereby agree to act in this capacity.

  
**MATHUE KINDINGER**  
Initial Registered Agent

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