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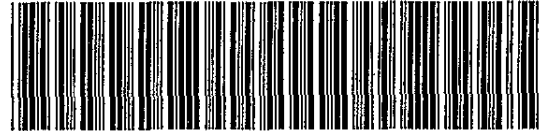
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/28/04
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December 22, 2004

VIA FEDERAL EXPRESS

Florida Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

Re: ALL QUALITY LANDSCAPING, INC.

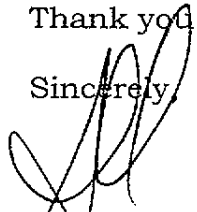
Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of ALL QUALITY LANDSCAPING, INC.

Also enclosed is our check in the amount of \$78.75 for the filing fee, resident agent certificate and a certified copy of the Articles of Incorporation. Please return a certified copy to the undersigned in the enclosed self-addressed envelope.

Thank you in advance for your attention to this matter.

Sincerely,



Thomas P. McGarrell
c: client
Enclosures

**ARTICLES OF INCORPORATION
OF
ALL QUALITY LANDSCAPING, INC.**

In compliance with the requirements of Chapter 607 of the Florida Statutes, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is ALL QUALITY LANDSCAPING, INC.

ARTICLE II

The existence of the Corporation shall begin immediately.

ARTICLE III

The street and mailing address of the principal office of the Corporation is 4355 Dow Road, PMB #116, Melbourne, Florida 32934.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's Registered Agent is 5205 Babcock Street NE, Palm Bay, Florida 32905. The initial registered agent for the Corporation at that address is Thomas P. McGarrell.

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ARTICLE VI

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Andrew Lee Sellon
1475 Birch Street
Melbourne, Florida 32935

Shawn M. Baade
1140 Heather Glen Circle
Melbourne, Florida 32935

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

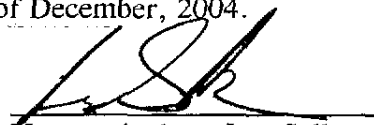
Name:
Andrew Lee Sellon

Address:
1475 Birch Street
Melbourne, Florida 32935

ARTICLE VIII

The Corporation shall indemnify its shareholders, directors, officers, employees, and agents to the fullest extent permitted by law.

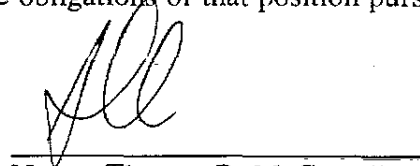
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on the 22nd day of December, 2004.


Name: Andrew Lee Sellon

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ALL QUALITY LANDSCAPING, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

Date: December 22, 2004


Name: Thomas P. McGarrell