

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 FEB 28 PM 2:49

ARTICLES OF INCORPORATION

OF

MANPOWER LANDSCAPING, INC.

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

MANPOWER LANDSCAPING, INC.

ARTICLE II - DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE ANY ONE TIME IS 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00).

ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS TO BE AT:

**2687 HAWTHORNE LANE
KISSIMMEE, 32808
(407) 895-5933**

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE TH One Directors initially. The number of Director may INCREASED OR DIMINISHED FROM TIME TO TIME BY THE LAWS ADOPTED BY THE SHAREHOLDERS.

ARTICLE VIII - INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) HELD UNTIL SUCCESSOR(S) ARE ELECTED AND HAVE QUALIFIED ARE:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
RODNEY SHEFFIELD	PRESIDENT	2687 HAWTHORNE LANE KISSIMMEE, FL 34743

ARTICLE IX - SUBSCRIBER(S)

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER(S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>	
RODNEY SHEFFIELD	2687 HAWTHORNE LANE KISSIMMEE, FL 34743	1000

ARTICLE X - REGISTERED AGENT

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

RODNEY SHEFFIELD
2687 HAWTHORNE LANE
KISSIMMEE, FL 34743

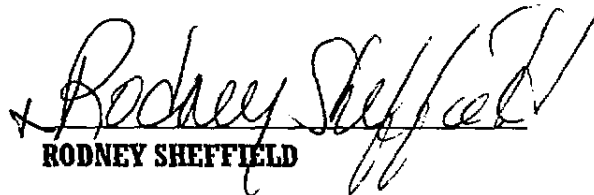
ARTICLE XI - PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORATION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTION PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLE XII - AMENDMENT(S)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDER(S) AND APPROVED AT A SHAREHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, AND ACKNOWLEDGED AND
FILED THE FORGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA
THIS 14TH DAY OF FEBRUARY 2005


RODNEY SHEFFIELD

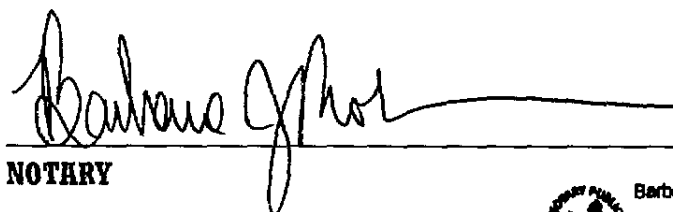
**STATE OF FLORIDA
COUNTY OF OSCEOLA**

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND
COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

RODNEY SHEFFIELD

KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED
THOSE ARTICLES OF INCORPORATIONN.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY SEAL, IN THE STATE AND
COUNTY AFORESAID THIS 14TH DAY OF FEBRUARY 2004.


NOTARY



Barbara J. Robinson
My Commission DD235406
Expires August 12, 2007

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING UPON WHOM PROCESS MAY BE SERVED.**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUB-
MITTED, IN ACCORDANCE WITH SAID ACT:**

MANPOWER LANDSCAPING, INC.

HAVING BEEN ORGANIZED UNDER:

THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT:

**2687 HAWTHORNE LANE
KISSIMMEE, FL 34743**

**IN THE CITY OF ORLANDO COUNTY OF ORANGE, AND IN THE STATE
OF FLORIDA, AS INDICATED IN THE ARTICLES OF INCORPORATION, HAS NAMED
 RODNEY SHEFFIELD**

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION,
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT AND AGREE TO ACT IN SAID
CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING
SAID OFFICE OPEN.**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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REGISTERED AGENT


NOTARY



Barbara J. Robinson
My Commission DD235406
Expires August 12, 2007