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THE LAW OFFICES OF

Paul M. Guntharp, Jr., P.A.

May 23, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Tree City Landscaping, Inc.

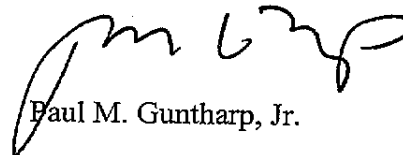
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*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find Articles of Amendment for the above corporation. Also enclosed is a check in the amount of \$35.00 representing your fee. At your earliest convenience, please return acknowledgment of the amendment to the undersigned. Thank you.

If you have any questions, please call.

Very truly yours,



Paul M. Guntharp, Jr.

PMG/sem
Enclosure(s)

FILED
01 MAY 29 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
OF
TREE CITY LANDSCAPING, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment of its Articles of Incorporation:

Article I of the Articles of Incorporation of Tree City Landscaping, Inc., is hereby amended to read as follows:

The name Corporation is:

TREE CITY, INC.

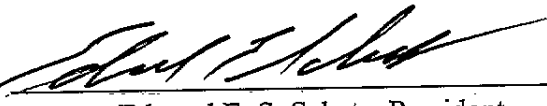
The foregoing amendment was adopted by the shareholders of this corporation under Sections 607.0704 and 607.1003(6), Florida Statutes, by written action the 17th day of May 2001.

The corporation has fewer than thirty-five (35) shareholders and all owners of stock signed the written action adopting this Amendment to the Articles of Incorporation.

There are no separate voting groups and no other voting group is entitled to vote separately. The number of votes cast were sufficient for approval.

IN WITNESS WHEREOF, the undersigned President, Secretary and all of the shareholders of this Corporation have executed these Articles of Amendment this 17th day of May, 2001.

TREE CITY, INC.

By: 
Edward E. S. Schatz, President

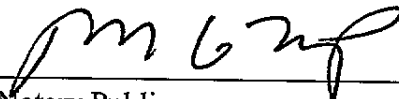
By: 
Dorothy Dale Schatz, Secretary and Shareholder

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01 MAY 29 PM 12:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF FLAGLER

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared Edward E. S. Schatz, as President of Tree City Landscaping, Inc. and Dorothy Dale Schatz, as Secretary of Tree City Landscaping, Inc., known to me and known by me to be the persons described in and who executed the foregoing instrument and who acknowledged before me that together, they own all of the issued and outstanding shares of Tree City Landscaping, Inc., and that they executed this instrument for the purpose therein expressed.

17 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day of May, 2001.



Notary Public

My Commission Expires:



Paul M. Guntharp Jr

My Commission CC721916

Expires March 21 2002