

P 9500000 1966

Daniel Z. Averbook, P.A.

PAID 1.00 PER COPY
TELEPHONE 1.305.531.0000

DELIVERIES TO
4550 NORTH MERIDIAN AVENUE
MIAMI BEACH, FLORIDA 33140

MAILING ADDRESS
POST OFFICE BOX 402300
MIAMI BEACH, FLORIDA 33402-0300

EFFECTIVE DATE

1-2-95

January 5, 1995

AIRBORNE EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
The Old Jail
Tallahassee, Florida 32301

Re: MICHAEL OF MIAMI LANDSCAPING, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed for profit Florida corporation.

Also enclosed is a certificate designating the Registered Agent and office of the corporation.

I have attached my firm's check in the amount of \$122.50, representing payment of the following:

Filing fee	35.00
Certified copy fee	52.50
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and designation of registered agent and return a certified copy to me.

Thank you for your kind cooperation and prompt attention to this matter.

Sincerely,

Daniel Z. Averbook
Daniel Z. Averbook

DZA:corp
Encl.
cc:Michael Buttarazzi

KAN 1-9

ARTICLES OF INCORPORATION
OF
MICHAEL OF MIAMI LANDSCAPING, INC.

01/02/95 02:347

EFFECTIVE DATE

1-2-95

ARTICLE I
CORPORATE NAME

The name of this corporation is MICHAEL OF MIAMI LANDSCAPING, INC.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE IV
EFFECTIVE DATE and TERM OF EXISTENCE

The Effective Date of this corporation shall be January 2, 1995.

The Corporation will have perpetual existence.

ARTICLE V
REGISTERED AGENT AND INITIAL OFFICES

The Registered Agent and the street addresses of the initial Registered Office and Principal Office of this corporation in the State of Florida will be:

Registered Agent & Office	Principal Office and Mailing Address
Michael Buttarazzi 327 Fluvia Avenue Coral Gables, FL 33134	MICHAEL OF MIAMI LANDSCAPING, INC. 327 Fluvia Avenue Coral Gables, FL 33134

The Board of Directors may move the above offices to any other address in the State of Florida.

ARTICLE VI
BOARD OF DIRECTORS

This corporation will have one director initially. The number of directors may be increased or decreased by Bylaws adopted by the stockholders, but will never be less than one.

ARTICLE VII
INITIAL DIRECTORS

The name of the initial director of this corporation and his street address is:

Michael Buttarazzi
327 Fluvia Avenue
Coral Gables, FL 33134

The person named as initial director will hold office for the first year of existence of this corporation or until his successor is elected or appointed and have qualified, whichever occurs first.

**ARTICLE VIII
DIRECTOR CONFLICT OF INTEREST**

A. A contract or other transaction between this corporation and one of its directors or between this corporation and another entity in which one of its directors has any type of interest will not be void or voidable because of that director's interest if full disclosure of the director's interest is made to the Board of Directors or the committee of the Board which voted to approve the contract or transaction.

B. Common or interested directors may be counted to establish a quorum and their votes may be counted at a meeting of the Board of Directors or of a committee which approves the above type of contract or transaction.

**ARTICLE IX
INFORMAL ACTION OF DIRECTORS OR SHAREHOLDERS**

If all the directors or shareholders consent in writing to any action taken or to be taken by the Corporation, and their consents are filed with the Secretary of the Corporation, the action will be as valid as though it had been authorized at a meeting of the Board of Directors or a Meeting of the Shareholders.

**ARTICLE X
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Michael Buttarazzi
327 Fluvia Avenue
Coral Gables, FL 33134

ARTICLE XI INDEMNIFICATION

The Corporation will indemnify certain persons for certain types of claims made against them. The persons that will be indemnified are the those that are serving or have served the Corporation in the following positions:

- (1) director,
- (2) officer,
- (3) employee, or
- (4) agent of the Corporation.

If a person is or has held one of the above positions in another corporation, partnership, joint venture, trust, or other enterprise at the request of the Corporation he will also be entitled to be indemnified by the Corporation.

The types of claims that will be indemnified are any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on a person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by a person serving the Corporation in any capacity described above.

The person will be indemnified by the Corporation to the fullest extent provided or permitted by law, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of an action, suit, or proceeding, including any appeal of it.

The Corporation will pay a person's expenses, including attorneys' fees, in advance of the final disposition of any such action, suit, or proceeding so long as the person agrees to repay the amounts advanced if it is ultimately be determined that he is not entitled to indemnification for these expenses.

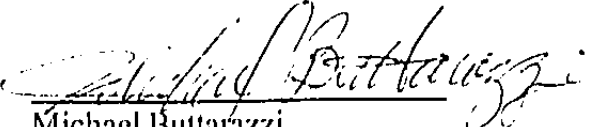
The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is holding or has held a position described above, against liability asserted against him and incurred by him in that capacity or arising out of his status as that type of person, whether or not the Corporation would have the power to indemnify him against that type of liability under the provisions of this Article.

ARTICLE XII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment must be approved by the Board of Directors and approved at a shareholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement expressing their intention that a certain amendment to these Articles of Incorporation be made.


I, Michael Buttarazzi, as the Incorporator, now sign these Articles of Incorporation.

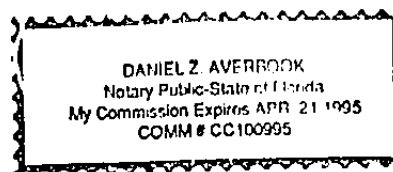
12-31-94
Date


Michael Buttarazzi
Incorporator.

STATE OF FLORIDA :
COUNTY OF DADE :

I am a Notary Public. Michael Buttarazzi, whom I know personally to be the person described as Incorporator, signed the foregoing Articles of Incorporation in my presence on December 31, 1994.





CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted:

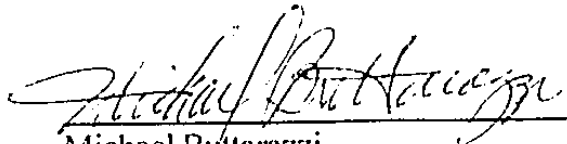
1. That MICHAEL OF MIAMI LANDSCAPING, INC. desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Coral Gables, State of Florida, has named Michael Buttarazzi, located at 327 Fluvia Avenue, Coral Gables, FL 33134, as its Registered Agent to accept service of Process within the State of Florida.

Dated: December 31, 1994.

MICHAEL OF MIAMI LANDSCAPING, INC.

Having been named to accept service of process for the above stated corporation at the place designated above, I AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: December 31, 1994.


Michael Buttarazzi
(Registered Agent)