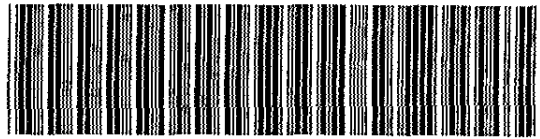


P95000002880

CONNER, HUBBARD & COMPANY, P.A.
CERTIFIED PUBLIC ACCOUNTANTS
1106 Park Avenue
Orange Park, Florida 32073



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11/13/03--01053--002 **35.00

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

HERB SMITH LANDSCAPING, INC.

(Present Name)

P95000002880

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Please add the following shareholders :

TINA M. SUTTLES

Address : 2241 Leon Road, Jacksonville, FL 32259
Number of shares : 10

PATSY H SMITH

Address : 2241 Leon Road, Jacksonville, FL 32246
Number of shares : 10

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Please change the number of shares of the following shareholder :

HERBERT SMITH

Address : 2241 Leon Road, Jacksonville, FL 32246
Number of shares : 80

THIRD: The date of each amendment's adoption: 11/10/03

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10th day of November, 2003

Signature: Herbert W. Smith

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.)

HERBERT SMITH

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35