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May 25, 1995

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Evergreen Ornamental & Lawn Care, Inc.

Dear Sir/Madam:

Enclosed you will find the Articles of Incorporation for Evergreen Ornamental & Lawn Care, Inc. Also, enclosed is my firm's draft in the amount of \$122.50 for the cost of filing the same.

Thank you for your assistance in this matter, and if you should have any questions, please do not hesitate in contacting me.

Very truly yours,

Donald F. Wright
Donald F. Wright

DFW:sar
encl.

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FILED
JUN 1 1995
TALLAHASSEE, FL
CLERK OF COURT

SAS
6/8/95

FILED

15 MAY 30 1964

ARTICLES OF INCORPORATION

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be EVERGREEN ORNAMENTAL & LAWN CARE, INC.

ARTICLE II. PLACE OF BUSINESS

The principle place of business and mailing address of EVERGREEN ORNAMENTAL & LAWN CARE, INC., is 304 East Country Lane, Apopka, Florida 32712.

ARTICLE III. DURATION

This corporation shall have perpetual existence.

ARTICLE IV. PURPOSE

This corporation is to engage in all lawful businesses, including all powers necessary or convenient to effect its purpose.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) Shares of \$5.00 par value Common Stock.

ARTICLE VI. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock of the corporation.

ARTICLE VII. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is JAMES F. FANNING, 304 East Country Lane, Apopka, Florida 32712.

ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

This corporation is authorized to place restrictions upon any stock authorized or issued by this Corporation and to enter into agreement with stockholders concerning any stock authorized or issued by this corporation in the following respects:

1. The transferability or assignment of such stock.
2. The preemptive right of the corporation or other stockholders to purchase such stock as a condition precedent to its issue, transfer or assignment.
3. The redemption or purchase of such stock by the Corporation.
4. The sale, pledge, and involuntary transfer of such stock.

ARTICLE IX. INITIAL REGISTERED OFFICE, REGISTERED AGENT AND RESIDENT AGENT

The street address of the initial registered office of this Corporation is 304 East Country Lane, Apopka, Florida 32712. The name of the Initial Registered Agent and Resident Agent of the Corporation is JAMES F. FANNING.

ARTICLE X. INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director, initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation is

President/Treasurer/
Secretary/Director

JAMES F. FANNING
304 East Country Lane
Apopka, Florida 32712

ARTICLE XI. INDEMNIFICATION

This Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XII. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

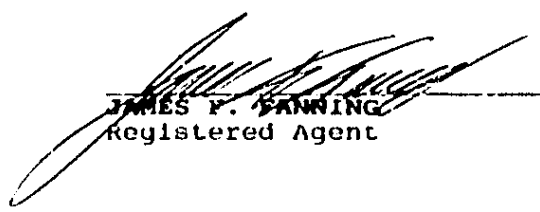
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of 25, 1995, being the sole stockholder, this date the undersigned adopts these Articles of Incorporation.



JAMES F. BANNING
Incorporator

ACCEPTANCE

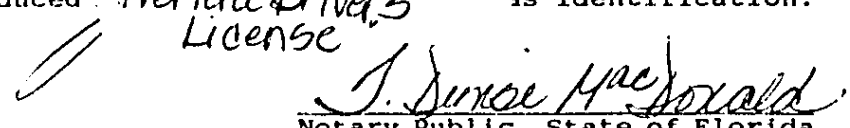
I HEREBY ACCEPT the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said offices open.


JAMES P. FANNING
Registered Agent

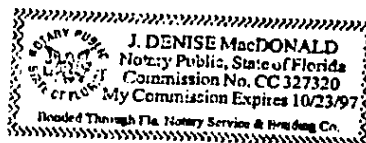
STATE OF FLORIDA)

COUNTY OF orange.)

The foregoing instrument was acknowledged before me this 25TH day of MAY, 1995, by James P. Fanning, who is personally known to me or produced Florida Driver's License as identification.


Notary Public, State of Florida

Printed name of acknowledger



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