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June 20, 1995

\* Member Florida and California Bars  
\*\* Member Florida, New York and  
New Jersey Bars

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314


600001520366  
-06/22/95--01035--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**Re: ARTICLES OF INCORPORATION**  
**MIDDLEBURG LANDSCAPING, INC.**

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation as referenced above together with my check for the \$70.00 filing fee.

Sincerely yours,

  
Barry J. Fuller

BJF:srs  
Encl.

*Handwritten initials: BJF*

**FILED**  
**95 JUN 22 AM 10:22**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

ARTICLES OF INCORPORATION  
OF  
MIDDLEBURG LANDSCAPING, INC.

FILED  
JUN 22 1962  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST  
NAME

The name of the corporation is: MIDDLEBURG LANDSCAPING, INC.

SECOND  
DURATION

The period of duration of the corporation is perpetual.

THIRD  
PURPOSE

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

FOURTH  
SHARES

The aggregate number of shares that the corporation shall have the authority to issue is 10,000 shares of common stock.

FIFTH  
REGISTERED AGENT

The initial street address in Florida of the initial registered office of the corporation is 2909 Blanding Boulevard, Middleburg, Florida, 32068 and the name of the initial registered agent at such address is Roger Zuccone.

The principal place of business of this corporation is 2909 Blanding Boulevard, Middleburg, Florida.

SIXTH  
PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

SEVENTH  
INITIAL INCORPORATOR

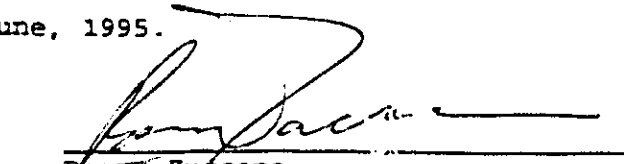
The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Roger Zuccone	1334 Plainfield Orange Park, Florida 32073

EIGHTH  
AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders meeting, with not less than a majority vote of the common stock.

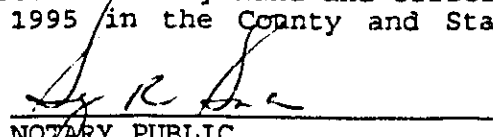
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange Park, Clay County, Florida this 15<sup>th</sup> day of June, 1995.

  
Roger Zuccone

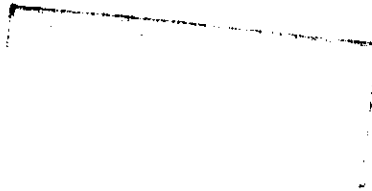
STATE OF FLORIDA  
COUNTY OF CLAY

Before me, the undersigned authority, personally appeared Roger Zuccone, to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes described therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15<sup>th</sup> day of June, 1995 in the County and State aforesaid.

  
NOTARY PUBLIC

My Commission Expires:

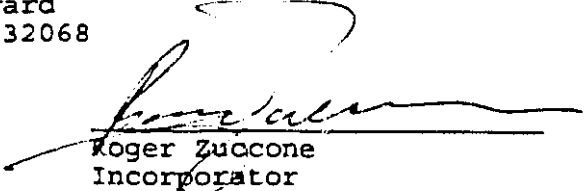


**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

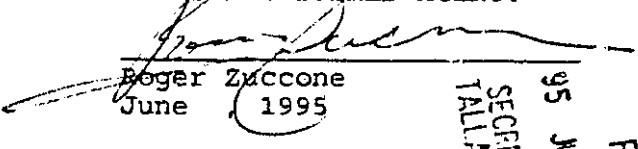
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MIDDLEBURG LANDSCAPING, INC. Name and address of the registered agent and office is:

Roger Zuccone  
2909 Blanding Boulevard  
Middleburg, Florida 32068

  
Roger Zuccone  
Incorporator  
June , 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Roger Zuccone  
June , 1995

FILED  
95 JUN 22 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA