



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

July 6, 1995

P95000054700

Corporate Records Bureau
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

RE: Rogers Tree And Landscaping Inc.
P34219P.ROROG

400001542574
-07/20/95--01076--003
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, Certificate of Acceptance and our check(es) in the amount of \$70.00 for Rogers Tree And Landscaping Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 209 with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett
Bonnie J. Bennett

enc.

FILED
95 JUL 14 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/17

ARTICLES OF INCORPORATION
OF
Rogers Tree And Landscaping, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Rogers Tree And Landscaping, Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 8127 Woodlawn Cr., South, Palmetto FL 34221.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 shares at no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

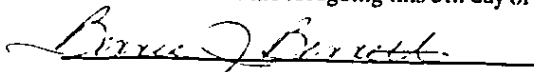
James Christopher Rogers PO Box 391, Parrish FL 34219
Beth M. Rogers PO Box 391, Parrish FL 34219

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 5th day of July, 1995.

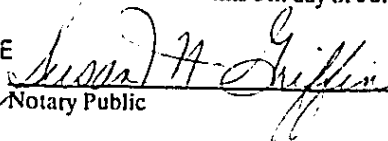


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 5th day of July, 1995 by Bonnie J. Bennett.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years


Notary Public

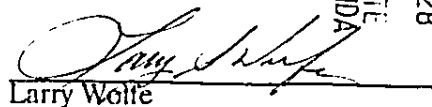
This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is
submitted:

First, this Rogers Tree And Landscaping, Inc.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Palmetto, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above state
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.


Larry Wolfe

July 5, 1995

Date

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TALLAHASSEE FLORIDA
SECRETARY OF STATE