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LAW OFFICES

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HOWARD J. WIENER
BOARD CERTIFIED IN TAXATION
CORPORATION AND BUSINESS LAW

ADJUNCT PROFESSOR OF LAW
UNIVERSITY OF MIAMI SCHOOL OF LAW

July 7, 1995

VIA FEDERAL EXPRESS

SECRETARY OF STATE

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
7-7-95

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-07/10/95--01060--006
****122.50 ****122.50

RE: DORMAN LANDSCAPING, INC.

Dear Sirs:

Enclosed find original and one copy of Articles of Incorporation of **DORMAN LANDSCAPING, INC.**, together with a check in the amount of \$122.50, payable to the Secretary of State, in payment of the filing fee.

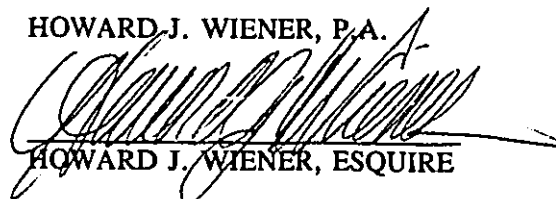
PURSUANT TO CHAPTER 607, SECTION 607.0203(1), FLORIDA STATUTES, THE EFFECTIVE DATE OF INCORPORATION SPECIFIED IN THE ARTICLES OF INCORPORATION AT ARTICLE XIV IS JULY 7, 1995.

Please receipt the copy of the Articles of Incorporation which is enclosed and return same to this office with the Certificate of Secretary of State.

Sincerely yours,

HOWARD J. WIENER, P.A.

By:


HOWARD J. WIENER, ESQUIRE

HJW/mk
Enclosures

cc: Todd E. Dorman (w/Articles of Incorporation)

D. BROWN JUL 17 1995

EFFECTIVE DATE
7-7-95

ARTICLES OF INCORPORATION
OF
DORMAN LANDSCAPING, INC.

ARTICLE I

Name

The name of the Corporation is DORMAN LANDSCAPING, INC.

ARTICLE II

Duration

This Corporation shall have perpetual existence.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Initial Registered Office, Principal Place of Business and Agent

The street address of the initial registered office and principal place of business of this Corporation is 1790 Abbey Road, Apartment 102B, West Palm Beach, Florida 33415. The initial registered agent shall be Todd E. Dorman, 1790 Abbey Road, Apartment 102B, West Palm Beach, Florida 33415.

ARTICLE VI

Initial Board of Directors and Officers

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

TODD E. DORMAN,
President, Secretary-Treasurer
and Director

1790 Abbey Road
Apartment 102B
West Palm Beach, Florida 33415

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is:

Todd E. Dorman
1790 Abbey Road
Apartment 102B
West Palm Beach, Florida 33415

ARTICLE VIII

Powers

This Corporation shall have all of the corporate powers enumerated in the *Florida Business Corporation Act*.

ARTICLE IX

Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE X

Action by Directors Without a Meeting

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XI

Indemnification

This Corporation shall, to the fullest extent permitted by the provisions of the *Florida Business Corporation Act*, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XII

Amendment of Articles

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 shareholder(s) is subject to this reservation.

ARTICLE XIII

Bylaw Amendment

The bylaws may be adopted, altered, amended or repealed by either the shareholder(s) or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholder(s) if the shareholder(s) specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIV

Beginning of Corporate Existence

The date when corporate existence shall begin shall be July 7, 1995.

ARTICLE XV

Additional Corporate Powers

In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Florida, and of the purposes, objects and powers hereinabove stated, the Corporation shall have all and singular the following additional powers:

1. This Corporation shall have the power to enter into, or become a partner in, any arrangement for the sharing of profits, union of interests or cooperation, joint venture or otherwise with any person, firm or corporation to carry on any business or to make any investment which this Corporation has the direct or incidental authority to engage in.

2. This Corporation shall have the power to deny to the holders of the common stock of this Corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this Corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

3. This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by such shareholder who should desire to sell, transfer, hypothecate or otherwise dispose of his or her shares, in accordance with the bylaws adopted by the shareholder(s) of this Corporation, setting forth the terms and conditions of such purchase; provided, however, that the capital of this Corporation is not thereby impaired.

4. This Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the bylaws adopted by the shareholder(s) of this Corporation, or by any contract with the shareholder(s), setting forth the terms and conditions of such purchase; provided, however, that the capital of this Corporation is not thereby impaired.

5. This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- (a) a pension plan;
- (b) a profit sharing plan;
- (c) a thrift and savings plan;
- (d) a cafeteria plan;
- (e) other retirement, death benefit or incentive compensation plan or plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of July, 1995.


TODD E. DORMAN

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 7th day of July, 1995, by TODD E. DORMAN, who is personally known to me or who has produced a Florida driver's license as identification, and who did not take an oath.



MARJORIE KENNEDY
My Commission CC401377
Expires Aug. 18, 1998
Bonded by HAI
800-422-1555


Marjorie Kennedy
NOTARY PUBLIC

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 DORMAN LANDSCAPING, INC.
2. The name and address of the registered agent and office is:

Todd E. Dorman
1790 Abbey Road
Apartment 102B
West Palm Beach, Florida 33415

Signature:



Todd E. Dorman

Title:

President & Secretary-Treasurer

Date:

July 7, 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.

Signature:



Todd E. Dorman

Date:

July 7, 1995