

P95000073732

Law Offices
JOAN BAKER NEUWIRTH, ESQUIRE

9837 N.W. 2 Court
Plantation, Florida 33324
TELEPHONE No.: (305) 370-3024
FACSIMILE No.: (305) 370-7617

FILED

95 SEP 21 10:07

September 7, 1995

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

80000015.905.018
-09/21/95--01006--002
****122.50 ****122.50

Re: Formation of Procure Landscape Management, Inc.

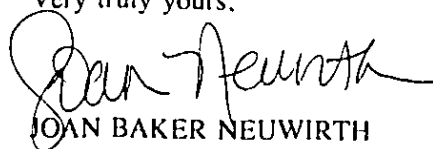
Gentlemen/Ladies:

Enclosed please find the following in connection with the above referenced matter:

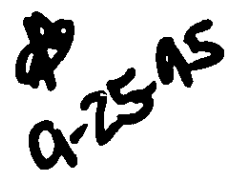
1. Original executed Articles of Incorporation of Procure Landscape Management, Inc.; and
2. Original executed Acceptance of Appointment of Registered Agent; and
3. Check No. 2064 in the amount of \$122.50 made payable to the Division of Corporations representing the monies necessary to file the Articles of Incorporation and for a certified copy of same.

Please file the Articles of Incorporation of Procure Landscape Management, Inc. and return a certified copy back to me. Please call me should you have any questions or comments concerning the enclosed.

Very truly yours,


JOAN BAKER NEUWIRTH

enclosures


9-25-95

95 SEP 21 11:10:07

SEP
TALLAH

ARTICLES OF INCORPORATION
OF
PROCARE LANDSCAPE MANAGEMENT, INC.

ARTICLE I

The name of the corporation is Procare Landscape Management, Inc. (hereafter the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 9095 C S.W. 21st Court, Boca Raton, Florida 33428.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized: 10,000

Par Value Per Share: \$0.01

Class of Stock: Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

1. On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or
2. If the holders of not less than ten (10) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 9095 C.S.W. 21st Court, Boca Raton, Florida 33428, County of Broward, and the name of its initial registered agent at such office is Ronald C. Whiting.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is two (2), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successor is duly elected and qualified is:

Ronald C. Whiting	9095 C.S.W. 21st Court, Boca Raton, Florida 33428
C. Lorraine Whiting	9095 C.S.W. 21st Court, Boca Raton, Florida 33428

ARTICLE VII

The name of the Incorporator is Ronald C. Whiting and the address of the Incorporator is 9095 C.S.W. 21st Court, Boca Raton, Florida 33428.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, THE undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9th day of September, 1995.


Ronald C. Whiting, Incorporator

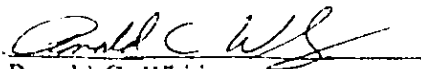
J. HEUNIRTH

305 370 7617

P.05
FILED
95 SEP 21 "10 07
FALL

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

THE UNDERSIGNED, named as the registered agent of PROCARE LANDSCAPE MANAGEMENT, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Ronald C. Whiting
Registered Agent