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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 690450 163589A

AUTHORIZATION :

COST LIMIT :

ORDER DATE : September 25, 1995

ORDER TIME : 9:31 AM

ORDER NO. : 690450

CUSTOMER NO: 163589A

CUSTOMER: Mr. Arthur B. Stark
SAM, MARTIN, SPIER, LISTER &
VIRGIN
Suite 200
1500 San Remo Avenue
Miami, FL 33146

DOMESTIC FILING

NAME: FLORIDA ENVIRONMENTAL
LANDSCAPING & NURSERY, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Frezeau

EXAMINER'S INITIALS:

SAB
9/25/95

ARTICLES OF INCORPORATION

OF

FLORIDA ENVIRONMENTAL LANDSCAPING & NURSERY, INC.

ARTICLE I - NAME

The name of this corporation is: FLORIDA ENVIRONMENTAL LANDSCAPING & NURSERY, INC.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

To do any and all business that is legal in the State of Florida whatsoever.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one class of stock, to wit: 500 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 1500 San Remo Avenue, Suite 200, Coral Gables, County of Dade, State of Florida 33146. The name of the initial registered agent of this corporation at this address is ARTHUR B. STARK.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is: 1500 San Remo Avenue, Suite 200, Coral Gables, County of Dade, State of Florida 33146.

ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the

provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors 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 two. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Murray Sams, Jr.	1500 San Remo Avenue Suite 200 Coral Gables, FL 33146
Murray Sams, III	501 North Boston Avenue DeLand, FL 32724

ARTICLE VIII - INITIAL OFFICERS OF THE CORPORATION

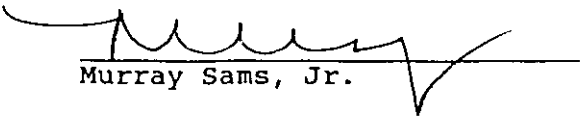
The initial officers of this corporation shall be as follows:

Murray Sams, Jr.	President
Murray Sams, III	Secretary/Treasurer

ARTICLE IX

The name and address of the person signing these Articles is Murray Sams, Jr.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of FLORIDA ENVIRONMENTAL LANDSCAPING & NURSERY, INC., this 22nd day of September 1995.


Murray Sams, Jr.

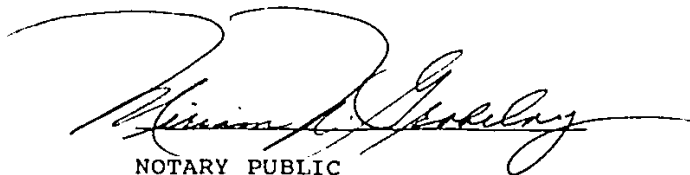
STATE OF FLORIDA)

)SS

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County above set forth, personally appeared MURRAY SAMS, JR., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 22nd day of September 1995.



NOTARY PUBLIC

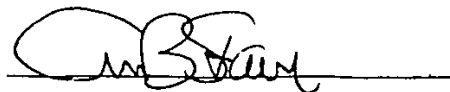
(Seal)



OFFICIAL SEAL
MIRIAM N. GROBELNY
My Commission Expires
Oct. 19, 1996
Comm. No. CC 236983

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



ARTHUR B. STARK

REGISTERED AGENT