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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Terra Phoenix, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

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☐ Photocopy

☐ Certificate of Status

FILED
95 JAN 10 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
Profit	<input checked="" type="checkbox"/>
NonProfit	<input type="checkbox"/>
Limited Liability	<input type="checkbox"/>
Domestication	<input type="checkbox"/>
Other	<input type="checkbox"/>

AMENDMENTS	
Amendment	<input type="checkbox"/>
Resignation of R.A., Officer/Director	<input type="checkbox"/>
Change of Registered Agent	<input type="checkbox"/>
Dissolution/Withdrawal	<input type="checkbox"/>
Merger	<input type="checkbox"/>

OTHER FILINGS	
Annual Report	<input type="checkbox"/>
Fictitious Name	<input type="checkbox"/>
Name Reservation	<input type="checkbox"/>

REGISTRATION/ QUALIFICATION	
Foreign	<input type="checkbox"/>
Limited Partnership	<input type="checkbox"/>
Reinstatement	<input type="checkbox"/>
Trademark	<input type="checkbox"/>
Other	<input type="checkbox"/>

JAN 17 1996 BSB

Examiner's Initials

ARTICLES OF INCORPORATION

OF

TERRA PHOENIX, INC.

FILED

96 JAN 10 AM 10:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE ONE

The name of the corporation shall be: TERRA PHOENIX, INC., hereinafter referred to as the corporation.

ARTICLE TWO

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned as fully and to the same extents as natural persons might or could do, viz:

a) To cut, trim, fertilize, and care for all types of lawns located on private and public property when given permission and under contract, and to install sprinkler systems where requested.

c) To trim and cut down all types of trees and bushes located on private and public property.

d) To buy and sell all types of sod and nursery products that can be used in the lawn care and landscaping operation

e) To act as franchise dealers for various firms interested in operating a unit similar to this operation and to offer assistance in the operation of such business

f) To buy, sell, trade, manufacture, deal in and trade in wares, goods and merchandise of every kind and nature, to breed and sell livestock, to produce and manufacture all modes of artistic expressions, and to carry on such business as wholesalers, retailers, importers and exporters, to acquire such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business, to hold, acquire, mortgage, lease and convey real and personal property in conducting the business of the corporation and to have all the powers set forth as fully as natural persons whether as principals, agents or otherwise

g) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida and to own, hold, operate, maintain, use, sell or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise available to this corporation aiding in the profitability of the corporation. Because of special interest in ecological, domestic and wild life concerns, the corporation will also engage in acts of charitable works towards nature conservancy.

h) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness and to secure the same by mortgage or mortgages, or deed or deeds of trust or pledge or lien upon any or all of the property, rights, privileges or franchises of the corporation wheresoever situated, acquired, or to be acquired; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes or obligations in such manner and upon such terms as the Board of Directors may deem judicious.

i) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and dependencies of the United States of America and foreign countries, without restriction to place or amount

j) To do all and everything necessary, suitable and proper for the accomplishment of any

of the purposes or the attainment of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other corporations, firms or individuals and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any parts thereof, provided the same is consistent with the laws under which this corporation is authorized.

ARTICLE THREE

The amount of capital with which this corporation shall commence business with is FIVE (5) THOUSAND DOLLARS.

ARTICLE FOUR

The principal place of business of the said corporation shall be 2730 Park St., Jacksonville, Fl. 32205, with the privilege of having branch offices at any other place with and without the State of Florida.

ARTICLE FIVE

The affairs of the corporation shall be conducted by a Board of Directors of not less than two (2) nor more than seven (7) directors who need not be stockholders.

ARTICLE SIX

The name and post office address of the First Board of Directors of this corporation who shall hold office for the first year or until successors are chosen are:

Katheryne A. Cooke	Pres & Treas	1371 Stimson St. Jacksonville, Fl. 32205
Lynn A. Urfer	Secty	2518 Herschel St. Jacksonville, Fl. 32204

ARTICLE SEVEN

The existence of this corporation shall be perpetual

ARTICLE EIGHT

The Registered Agent for the said corporation shall be JONATHAN D. MORGAN, and said address of Registered Agent shall be 3619 Riverside Ave., Jacksonville, Fl. 32205

ARTICLE NINE

The total number of shares of capital stock which may be issued by the corporation is Two (2) Million shares of .02 cents par value, all of which shall be payable in cash, property, labor or services at a just value to be fixed by the Board of Directors at a meeting called for that purpose.

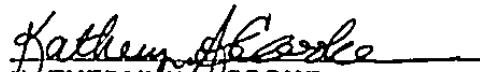
ARTICLE TEN

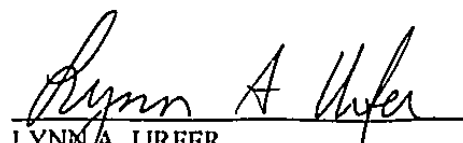
The highest amount of indebtedness to which this corporation shall obligate itself will be Two Million (2,000,000) Dollars.

ARTICLE ELEVEN

Stockholders of this corporation may enter into such stockholders and trustee agreements as they may see fit wherein and whereby such stockholders may limit their rights by virtue of such stockholders and trustee agreements.

IN WITNESS WHEREOF, We, the undersigned incorporators, have hereunto set our hand and seal this 5th day of January 1996, for the purpose of forming this corporation under the laws of the State of Florida, and hereby make and file in the office of the Secretary of State of the State of Florida, this certificate of incorporation and to certify that the facts herein stated are true.


KATHERYNE A. COOKE
1371 Stimson St.
Jacksonville, Fl. 32205



LYNN A. URFER
2518 Herschel St.
Jacksonville, Fl. 32204

STATE OF FLORIDA)

COUNTY OF DUVAL)

Before me this day personally appeared KATHERYNE A. COOKE, and LYNN A. URFER, to me known to be the individuals described herein and who executed the foregoing Certificate of Incorporation and acknowledged that they executed the same for the purposes therein expressed.

Dated this 5th day of January 1996.

W.D. Lanier, Jr.
Notary Public
 W. D. LANIER, JR.
MY COMMISSION # CC 309008
EXPIRES: September 26, 1997
Bonded thru Notary Public Underwriters


I, Jonathan D. Morgan hereby acknowledge my appointment as Registered Agent for
TERRA PHOENIX, INC. and I affix my signature to these papers of incorporation.

Jonathan D. Morgan
Registered Agent

STATE OF FLORIDA)

COUNTY OF DUVAL)

Before me this 5th Day of January 1996 personally appeared JONATHAN D. MORGAN to me known to be the individual described above and who executed the foregoing acknowledgement as Registered Agent for TERRA PHOENIX, INC.

W.D. Lanier, Jr.
Notary Public
 W. D. LANIER, JR.
MY COMMISSION # CC 309008
EXPIRES: September 26, 1997
Bonded thru Notary Public Underwriters