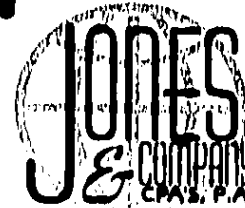


P96000008181

January 2, 1996

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



RE: Incorporation of LANDSCAPES UNLIMITED & ASSOCIATES, INC.

Dear Sir/Madam:

Please find enclosed the articles of incorporation to be filed for LANDSCAPES UNLIMITED & ASSOCIATES, INC. A check for \$122.50 is enclosed as follows:

\$35.00 Filing Fee
\$35.00 Designation of Registered Agent
\$52.50 Certified Copy

Your prompt attention to this filing is greatly appreciated.

Thank you.

Sincerely,

Patricia Jones

Patricia Jones

300001695323
-01/23/96--01005--018
****122.50 ****122.50

cc: Annette Santangelo

PLEASE RETURN TO NEW PORT RICHEY OFFICE:

JONES & COMPANY, CPA'S, P.A.
4743 U.S. 19 Community Plaza
New Port RICHEY, FL 34652

FILED
96 JAN 22 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JAN 26 1996

ARTICLES OF INCORPORATION
OF
LANDSCAPES UNLIMITED & ASSOCIATES, INC.

FILED
SG JAN 22 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, being desirous of forming a corporation under the provisions of Chapter 607 of the Florida Statutes governing corporations for profit do propose and agree to the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be LANDSCAPES UNLIMITED & ASSOCIATES, INC.

ARTICLE II LOCATION

The address of the registered office of this corporation shall be 5111 Floramar Terrace, in the city of New Port Richey, County of Pasco, Florida 34652. The mailing address of the corporation shall be 5111 Floramar Terrace, New Port Richey, FL 34652. The name of its Registered Agent at that address is Annette Santangelo.

ARTICLE III PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and of this State including but not limited to landscaping contracting and nursery sales.

ARTICLE IV AUTHORIZED STOCK

The total number of shares of stock which this corporation shall have authority to issue is One Thousand (1000) shares which shall consist of One Thousand (1000) shares of common stock at One Dollar (\$1.00) par share.

ARTICLE V INITIAL CAPITAL

This corporation shall begin business with initial capital in the amount of Five Hundred (\$500.00) Dollars.

ARTICLE VI TERM OF EXISTENCE

This corporation shall have perpetual existence, unless dissolved by law.

ARTICLE VII DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. The total number of Directors shall not be less than one(1), but may be any number in excess thereof.

The Board of Directors, who shall serve until the next election is as follows:

NAME	ADDRESS
Annette Santangelo	5111 Floramar Terrace New Port Richey, FL 34652

ARTICLE VIII SUBSCRIBERS

The name and address of the subscriber to these Articles is:

NAME	ADDRESS
Annette Santangelo	5111 Floramar Terrace New Port Richey, FL 34652

ARTICLE IX OFFICERS

The officers of this corporation shall be President, Secretary and Treasurer and such other officers as may be provided for in the By-Laws. The affairs of the corporation are to be managed by such officers.

The officers shall be elected annually at the official Annual Meeting of the Board of Directors of the corporation, and shall serve for a period of one(1) year or until the election of a successor, or until such time as the officer resigns, or until recalled as provided for in the By-Laws.

The names of the officers, whose addresses above are:

Annette Santangelo	PRESIDENT/SECRETARY/TREASURER
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ARTICLE X AMENDMENTS AND BY-LAWS

Section 1. These Articles of Incorporation may be amended at a special meeting of the stockholders called for that purpose by two-thirds vote of those present.

Section 2. By-Laws for the conduct of the business and affairs and the carrying out of the purposes of this corporation may be made, amended, altered, or rescinded by a majority vote of the members of the Board of Directors.

IN WITNESS WHEREOF, the undersigned have subscribed their names
and affixed their seals to these Articles of Incorporation this
18 day of JAN, 1996.

Signed, sealed and delivered in the
presence of:

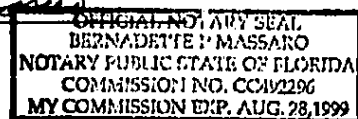
Annette Santangelo (Seal)
Annette Santangelo

State of Florida)
County of Pinehills) SS

I HEREBY CERTIFY that on this, the 18th day of January,
1996 personally appeared before me, the undersigned authority,
Annette Santangelo, to me well known and known to me to be the
persons described herein and who executed the foregoing Articles
of Incorporation, and who acknowledged the execution to be their
free and voluntary act and deed for the purposes therein set
forth and expressed.

WITNESS my hand and seal in the State and County aforesaid,
the day and year written above.

Bernadette P. Massaro
NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--- That LANDSCAPES UNLIMITED & ASSOCIATES, INC.
desiring to organize under the laws of the State of Florida, with
its principle office, as designated in the Articles of
Incorporation as City of New Port Richey, County of Pasco, State
of Florida, has named Annette Santangelo, located at 5111
Floramar Terrace, New Port Richey, Florida, 34652 as its agent to
accept service of process with this State.

Annette Santangelo
Annette Santangelo

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.

Annette Santangelo
Annette Santangelo
REGISTERED AGENT

FILED
95 JAN 22 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA