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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 073079 97060

AUTHORIZATION :

COST TYPE : PREPAID

ORDER DATE : March 7, 1996

ORDER TIME : 11:30 AM

ORDER NO. : 073079

CUSTOMER NO: 97060

CUSTOMER: Jay Steven Loynd, Esq.
LOYND FROE & FROE, P.A.

Suite 500
3400 Pga Boulevard
Palm Beach Gardens, FL 33410

DOMESTIC FILING

NAME : GOLD COAST TREE COMPANY
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

800001735858
-03/07/96--01073--010
***122.50 ***122.50

FILED
96 MAR - 7 AM 9:55
RECEIVED
96 MAR - 7 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

T. BROWN MAR - 8 1996

LEVINE, FRANK & EDGAR P.A.

A Professional Association of Attorneys

Jay Steven Levine - Also admitted to Practice in Washington, D.C.
Jeffrey H. Frank
Charles W. Edgar, III

James S. Telepman
Robert A. Schaeffer

March 6, 1996

Department of State
Division of Corporation
The Capitol, Room 2001
Tallahassee, Florida 32301

Re: Gold Coast Tree Company, Inc. and Gold Coast Property Maintenance, Inc.


To Whom It May Concern:

Enclosed are the original and one copy of the Articles of Incorporation for each of the above-named Florida corporations. Also enclosed are two checks in the amount of \$122.50 each representing payment for each corporation.

Please file the enclosed Articles of Incorporation for each corporation and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Very truly yours,



Jay Steven Levine

JSL/bds
Enclosures - As Stated

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**ARTICLES OF INCORPORATION
OF
GOLD COAST TREE COMPANY, INC.**

FILED
96 MAR -7 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is to be GOLD COAST TREE COMPANY, INC.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To engage in tree pruning, trimming and removal;
2. To transact any lawful business for which Corporations

may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business; and

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Capital Stock

1. The aggregate number of shares which the Corporation is authorized to issue is SEVEN THOUSAND FIVE HUNDRED (7,500). Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00).

2. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Capital stock may be payable in future labor or services, but only as allowed and within the limitations set forth in a written agreement and approved in advance by the Board of Directors at a meeting called for that purpose.

ARTICLE V

Initial Principal Business Address

The initial principal business address of the Corporation shall be 13133 Marcella Boulevard, Loxahatchee, FL 33470.

ARTICLE VI

Initial Registered Agent

and Office of Registered Agent

The street address of the initial registered office of the Corporation is 13133 Marcella Boulevard, Loxahatchee, FL 33470. The name of the Registered Agent at such address is Mark Torchetti.

ARTICLE VII

Initial Board of Directors

The Initial Board of Directors shall consist of two. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
Mark Torchetti	13133 Marcella Boulevard Loxahatchee, FL 33470
Michael Torchetti	13133 Marcella Boulevard Loxahatchee, FL 33470

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is Mark Torchetti, 13133 Marcella Boulevard, Loxahatchee, FL 33470.

ARTICLE IX

Restrictions on Transfer of Corporate Stock

The Corporation may provide that any sale, assignment, transfer or other disposition for value of any of the shares of the corporation, or of any interest in it, now or hereafter owned or held by any shareholders shall be subject to the terms and provisions of a restrictive agreement, a copy of which is to be on the file in the Registered Office of the Corporation.

ARTICLE X

Shareholders' Preemptive Rights

The Corporation may provide that every shareholder, upon the issuance or sale for consideration of any new stock of this corporation of the same kind, class or series as that which he or she already holds, or upon the issuance or sale for proper consideration of any Corporate obligations which are convertible into or exchangeable for any stock of the Corporation, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

Directors' Management Powers

All corporate powers shall be exercised by or under the authority of, and business affairs of the corporation shall be managed under the direction of, the Board of Directors, with the exception of those matters specifically set forth in the By-Laws of this Corporation.

ARTICLE XII

Amendment

These Articles may be amended in whole or in part by a majority of the issued shares of stock.

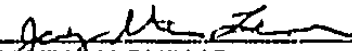
IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this

5 day of March, 1996.


MARK TORCHETTI

BEFORE ME, an officer duly authorized to take acknowledgements this day appeared MARK TORCHETTI who acknowledged before me that he signed the within instrument as his own act and deed.

DATED this 5 day of March, 1996.



NOTARY PUBLIC
State of Florida
My Commission expires:

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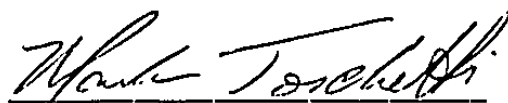
JAY STEVEN LEVINE
My Commission CC274701
Expires Apr. 27, 1997

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said act:

FIRST: That GOLD COAST TREE COMPANY, INC., desiring to organize under
the laws of the State of Florida, with its principal office as indicated in the Articles of
Incorporation in the city of Loxahatchee, Florida, has named MARK TORCHETTI, located
at 13133 Marcella Boulevard, Loxahatchee, FL 33470 as its agent to accept service of
process for the Corporation within this State.

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


MARK TORCHETTI

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FILED
96 MAR -7 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA