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April 5, 1996

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

SIGNATURE VERIFICATION
04/06/96 - 010037-1110
***\$122.50 ***\$122.50

RE: Professional Landworks, Inc.

Dear Sir or Madam,

Enclosed is the original and one copy of the Articles of Incorporation for Professional Landworks, Inc., together with a check in the sum of \$122.50 which represents the filing fees for said corporation. Please file said Articles and return to us a certified copy of the same. Thank you.

With best regards,

CARROL F. DILLON

CFD/las

Enclosures

Dmc
4/11/96

EFFECTIVE DATE

4-15-96

FILED
95 APR -8 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PROFESSIONAL LANDWORKS, INC.

FILED
96 APR -8 1110:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned signer of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

EFFECTIVE DATE
4-15-96

NAME

The name of the Corporation is PROFESSIONAL LANDWORKS, INC..

ARTICLE II

STREET ADDRESS

The street address of the initial principal office is 7062 Curlew Road, Sarasota, Florida 34241.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation is: landscaping, excavation, grading construction of all kinds, and all other related purposes. Provided, however, this purpose shall not restrict or limit the Corporation in any way in the transaction of any and all lawful business for which Corporation may be incorporated under the laws and statutes of the State of Florida.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principal or agent, and to do every other act or acts, things or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes, or authority.

Nothing contained herein shall be construed as limiting or restricting in any manner the authority of this Corporation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is Five Thousand (5,000) shares of common stock with no par value. Such shares shall be of a single class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and such shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock.

ARTICLE V

ADDRESS

The initial address of the principal office of this corporation in the State of Florida is **7062 Curlew Road, Sarasota, Florida 34241** and the mailing address of the corporation is **7062 Curlew Road, Sarasota, Florida 34241**. The board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

DIRECTORS

The initial Board of Directors shall consist of one Director. However, the number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders. The first Board of Directors shall be the following:

NAME

ADDRESS

TODD R. COOKE

7062 Curlew Road
Sarasota, Florida 34231

ARTICLE VII

REGISTERED AGENT

The street address of the corporation's initial registered office is **7062 Curlew Road, Sarasota, Florida 34231** and the name of its initial registered agent at that office is **TODD R. COOKE**.

Articles of Incorporation
Page Three

ARTICLE VIII

EFFECTIVE DATE OF INCORPORATION

The effective date for the beginning of business of this Corporation is April 15, 1996.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended from time to time by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator of the corporation, has executed these Articles of Incorporation at Sarasota this 4th day of April, 1996.



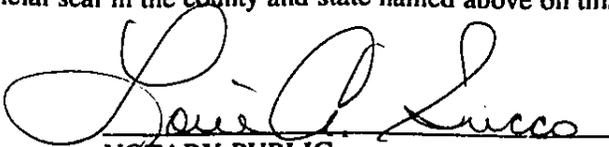
TODD R. COOKE, Incorporator

STATE OF FLORIDA

COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared TODD R. COOKE, who is personally known to me to be the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

4th day of April, 1996. WITNESS my hand and official seal in the county and state named above on this



NOTARY PUBLIC

My Commission Expires:



LORIE A. SACCO
MY COMMISSION # CC403300 EXPIRES
August 25, 1998
BONDED THRU TROY FARM INSURANCE, INC

FILED

ACCEPTANCE

96 APR -8 AM 10:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, TODD R. COOKE, having been appointed registered agent of PROFESSIONAL LANDWORKS INC., in the Articles of Incorporation dated April 15, 1996, confirm my acceptance therein and confirm that I am familiar with and have accepted the obligation of that position.

DATED this 4th day of April, 1996.



TODD R. COOKE
Registered Agent
7062 Curlew Road
Sarasota, Florida 34241