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April 9, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-04/12/96--01055--006
****122.50****122.50

FILED
APR 12 AM 8:05
TALLAHASSEE, FLORIDA

Re: WILLOW LANDSCAPING & IRRIGATION, INC.

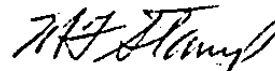
Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.
Thank you.

Very truly yours,

KILLGORE, PEARLMAN, GARDNER,
ORNSTEIN & STAMP, P.A.



By: Martin F. Stamp

MFS/bob

Enclosure

ARTICLES OF INCORPORATION
OF
WILLOW LANDSCAPING & IRRIGATION, INC.

ARTICLE I - NAME

The name of this corporation is WILLOW LANDSCAPING & IRRIGATION, INC., and its principal place of business and mailing address is 855 Reedy Cove, Casselberry, Florida 32707.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 855 Reedy Cove, Casselberry, Florida 32707 and the name of the initial registered agent of this corporation at that address is Heather R. Nemethy.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

Heather R. Nemethy
855 Reedy Cove
Casselberry, Florida 32707

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed those Articles of Incorporation this 1st day of April, 1996.

Heather R. Nemethy
Heather R. Nemethy, Incorporator

STATE OF FLORIDA

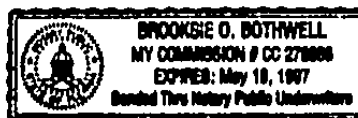
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of April, 1996, by Heather R. Nemethy, who is personally known to me or who has produced FL Driver's License as identification and who did take an oath. # NS30-336-67-637-0

NOTARY PUBLIC:

Sign: Brooksie O. Bothwell
Print: Brooksie O. Bothwell
State of Florida at Large
My Commission Expires:

Commission No. _____



ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for WILLOW LANDSCAPING & IRRIGATION, INC., hereby accepts such appointment this 15th day of April, 1996, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

Heather R. Nemethy
Heather R. Nemethy

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TALLAHASSEE, FLORIDA