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April 23, 1996

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OF COUNSEL

Secretary of State
State of Florida
Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

8000001796828
-04/26/96--01067--008
****122.50 ****122.50

Re: Keller Landscaping and Lawn Service, Inc.

Dear Sir or Madam:

In connection with the above referenced corporation, enclosed please find the original Articles of Incorporation and Certificate Designating Registered Agent to be filed. I also enclose our firm check payable to the Secretary of State in the amount of \$122.50 for the cost of the filing fee.

I enclose copies of the Articles of Incorporation and Certificate Designating Registered Agent to be stamped and returned to me.

Should you have any questions or comments, please do not hesitate to call.

MAY 1 1996

BSB

Very truly yours,

Ernie Adams

Ernie Adams, as Assistant to
John B. Moss

:esa
Enclosures

**ARTICLES OF INCORPORATION
OF
KELLER LANDSCAPING AND LAWN SERVICES, INC.**

FILED
95 APR 26 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is Keller Landscaping and Lawn Services, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be: 9456 Phillips Highway, Jacksonville, Florida 32256.

ARTICLE III - DURATION

This corporation shall commence business upon the filing of these Articles of Incorporation and thereafter shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 9456 Phillips Highway, Jacksonville, Florida 32256, and the name of the Corporation's initial registered agent at that address is Patrick Keller.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

Patrick Keller
9456 Phillips Highway
Jacksonville, Florida 32256

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1).

The name and address of the initial director of the corporation is:

Patrick Keller
9456 Phillips Highway
Jacksonville, Florida 32256

ARTICLE VIII - PURPOSE

The purpose of this Corporation is:

- (a) To own and operate a business enterprise for the purpose of landscaping and servicing lawns and the doing of any and all things related thereto.
- (b) The ownership, purchase, sale, mortgage or pledge, and the dealing in and with all kinds and manner of property, whether real, personal, tangible or intangible.
- (c) The transaction of any and all other lawful business for which corporations may be incorporated and the doing of all lawful things related thereto.

ARTICLE IX- RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 16 day of April, 1996.



PATRICK KELLER, Incorporator

STATE OF FLORIDA
COUNTY OF CLAY

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Patrick Keller, who executed the foregoing Articles of Incorporation, and who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 16 day of April, 1996.



Notary Public, State of Florida
(Official Stamp)

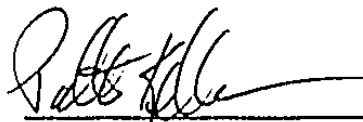
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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

First - Keller Landscaping and Lawn Services, Inc., desiring to organize
under the laws of the State of Florida, with its principal office as indicated in the
Articles of Incorporation at 9456 Phillips Highway, Jacksonville, County of Duval,
State of Florida, has named Patrick Keller of 9456 Phillips Highway, Jacksonville,
County of Duval, Florida (32256), as its agent to accept service of process within
this State.

ACKNOWLEDGMENT:

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.



Patrick Keller, Registered Agent

FILE
95 APR 26 PM 4:18
TALLAHASSEE, FLORIDA