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BBS

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Ballon Business Services

MAY 21, 1996

100001839541  
-05/21/96--01130--002  
\*\*\*\$70.00 \*\*\*\*\$70.00

DIVISION OF CORPORATIONS  
THE CAPITOL  
Tallahassee, Florida 32301

Attn: Secretary of State

Dear Sir:

Enclosed please find Articles of Incorporation for the following corporation: G & D NURSERY, LANDSCAPING, & LAWCARE INC.

We have also enclosed a check made payable to Secretary of State in the amount of \$70.00 to cover the filing fees for this corporation.

If any additional fees are due, please contact this office for payment. Please mail the approved Articles of Incorporation and assigned Charter No. to the address indicated below.

Yours truly,

*Judith M. Ballon*  
Judith M. Ballon

Encs. (2)

RECEIVED  
96 MAY 24 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

GB 6/3/96

ARTICLES OF INCORPORATION  
OF

96 MAY 24 AM 0:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G & D NURSERY, LANDSCAPING, & LAWN CARE INC.

ARTICLE I - NAME

The name of this corporation is G & D NURSERY,  
LANDSCAPING, & LAWN CARE INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following  
purposes:

To engage in any activity or business permitted  
under the laws of the United States and of the State of  
Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500  
shares of capital stock of the Par Value of \$1.00 which  
shall be designated "Common shares", and all of which shall  
have the same rights and privileges.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any  
new stock of this corporation of the same kind, class or

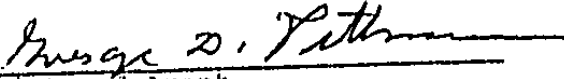
Series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of this corporation is 7001 SOUTH 49th AVE., TAMPA, FLORIDA, 33619.

The name and address of the initial Registered Agent of this corporation is GEORGE D. PITTMAN, 7001 SOUTH 49th AVENUE, TAMPA, FLORIDA, 33619.

"I heroby am familiar with and accept the duties and responsibilities as Registered Agent"

  
Registered Agent  
George D. Pittman

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director(s) initially. The numbers of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

GEORGE D. PITTMAN  
7001 SOUTH 49th AVENUE  
TAMPA, FLORIDA 33619

95 MAY 24 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is GEORGE D. PITTMAN, 7001 SOUTH 49th AVENUE, TAMPA, FLORIDA, 33619.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - 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.

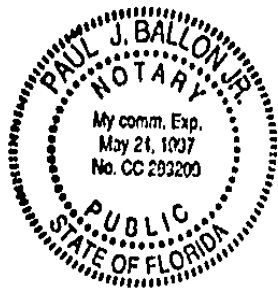
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of MAY, 1996.

  
George D. Pittman Subscriber

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared **GEORGE D. PITTMAN** and personally known to me, or who presented a valid Driver's License, and who did (did not) take an oath, and who did acknowledge before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of MAY, 1996.



*Paul J. Ballon, Jr.*  
NOTARY PUBLIC, Paul J. Ballon, Jr.  
State of Florida at Large

My Commission Expires: 5/27/97