

P96000051423

Barbara's Personal Services, Inc.

PARALEGAL & SECRETARIAL

SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 34640-3613

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

FILED

96 JUN 13 PM 12:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE 813 559-8505
FACSIMILE 584-1462

June 10, 1996

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

200001851752
06/14/96--01018--003
*****78.75 - 78.75

TRANSMITTAL LETTER

SUBJECT: BEHRENS LANDSCAPERS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate.

FROM: Barbara S. Hicks

152 8th Avenue, S.W., Suite 2A

Largo, Florida 34640-3613

(813) 559-8505

Sincerely,

Barbara S. Hicks

Barbara S. Hicks

97
6-17-96

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Behrens Landscapers, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8021 92 Street N
Seminole, Florida 34647

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One thousand (1,000) shares.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

David P. Behrens
8021 92 Street North
Seminole, Florida 34647
(813) 392-9109

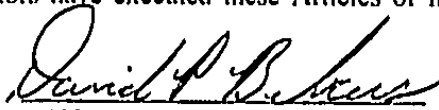
FILED
96 JUN 13 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporations are: David P. Behrens (Director and President);

8021 92 Street North
Seminole, Florida 34647
(813) 392-9109

The undersigned incorporators have executed these Articles of Incorporation this 10th day of June, 1996.



DAVID P. BEHRENS,
Director & President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BEHRENS LANDSCAPERS, INC.
2. The name and address of the registered agent and office is:

David P. Behrens
8021 92 Street North
Seminole, Florida 34647
(813) 392-9109

FILED
96 JUN 13 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DAVID P. BEHRENS

June 10, 1996

P96000051423

Barbara's Personal Services, Inc.

PARALEGAL & SECRETARIAL

SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 34640-3613

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

TELEPHONE 813 559-8505
FACSIMILE 584-1462

July 15, 1996

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

TRANSMITTAL LETTER

SUBJECT: Amendment of Articles to

200001897082
-07/17/96--01095--003
*****35.00 *****35.00

BEHRENS LANDSCAPERS, INC.

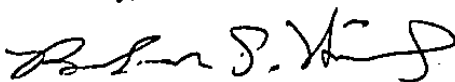
The above named corporation wishes to remove David P. Behrens as Incorporator (Director/President) and Registered Agent; and install Tracey D. Behrens as Incorporator (Director/President) and Registered Agent.

Enclosed is an original and one (1) copy of the amendment to articles of incorporation and a check for thirty five dollars (\$35) for Filing Fee.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 34640-3613
(813) 559-8505

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 17 AM 11:52

Sincerely,



Barbara S. Hicks

Amend

444 JUL 19 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
FOR
BEHRENS LANDSCAPERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 17 AM 11:52

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added, or deleted)

**Article IV
Registered Agent**

Remove David P. Behrens as Registered Agent.

Install Tracey D. Behrens as Registered Agent.
8021 92nd Street North
Seminole, Florida 34647 813/ 392-9109

**Article V
Incorporator(s)**

Remove David P. Behrens as Incorporator (Director & President).

Install Tracey D. Behrens as Incorporator (Director & President)
8021 92nd Street North
Seminole, Florida 34647
813/ 392-9109

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself; are as follows:

N/A

THIRD: The date of each amendment's adoption: JULY 15, 1996.

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____,"
VOTING GROUP

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

X The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15th day of July, 1996.

Signature



(BY THE CHAIRMAN OR VICE CHAIRMAN OF THE BOARD OF DIRECTORS, PRESIDENT OR OTHER OFFICER IF ADOPTED BY THE SHAREHOLDERS)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

DAVID P. BEHRENS
Incorporator/Director & President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Behrens Landscapers, Inc.
2. The name and address of the registered agent and office is:

Tracey D. Behrens
8021 92 Street North
Seminole, Florida 34647
813/ 392-9109

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


TRACEY D. BEHRENS

This 15 day of July, 1996.