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West Palm Beach, FL 33402-4888

Olivia M. Kendrick
Certified Legal Assistant

July 15, 1996

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-07/16/96--01157--001
*****70.00 *****70.00

VIA FEDERAL EXPRESS

Corporate Information Products
ATTORNEYS' TITLE INSURANCE FUND, INC.
Leon Branch/Attn: Julia
660 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

EFFECTIVE DATE
7-18-96

Re: **THE PARSONSAGE LANDSCAPE SERVICES, INC.**, a Florida corporation - Articles
of Incorporation/Fund No. 15094

Dear Julia:

Please find enclosed Articles of Incorporation for **THE PARSONSAGE LANDSCAPE SERVICES, INC.**, a Florida corporation. Please file these upon receipt, there is an extra copy of the documents for stamping and return by courier. This must be filed upon receipt.

Please find enclosed this firm's check in amount of \$70.00 filing and bill us the \$10 for your fee for processing this incorporation filing.

Please call upon filing of the enclosed documentation with the document number. Also, call if you have any problem with accomplishing the filing of this incorporation upon receipt.

Sincerely,

Lois M. Kasischke
Lois M. Kasischke, Legal Assistant to
Drennen L. Whitmire, Jr.

DLW/lmk
Enclosures as stated

RECEIVED
95 JUL 16 PM 1:08
DIVISION OF CORPORATION

D. BROWN JUL 16 1996

EFFECTIVE DATE
7-12-96

**ARTICLES OF INCORPORATION
OF
THE PARSONAGE LANDSCAPE SERVICES, INC.**

FILED
JUL 16 PM 3:16
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF PALM BEACH
FLORIDA

Article I

Name

The name of the corporation is THE PARSONAGE LANDSCAPE SERVICES, INC.

Article II

Duration

This corporation shall have a perpetual existence.

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 ONE DOLLAR (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 500 South Australian Avenue, Suite 800, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is Peter J. Malecki, Esq. The mailing address of this corporation is 7468 South Jog Road, Lake Worth, Florida 33467.

Article VI

Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Norman Scott Parsons	7468 South Jog Road Lake Worth, FL 33467
Linda P. Parsons	7468 South Jog Road Lake Worth, FL 33467

Article VII

Incorporators

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

<u>Name</u>	<u>Address</u>
Norman Scott Parsons	7468 South Jog Road Lake Worth, FL 33467

Article VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business

Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

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 shareholder(s) is subject to this reservation.

Article XI

Bylaws

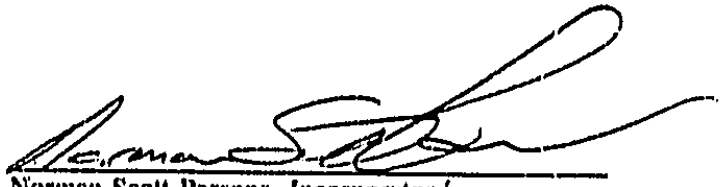
The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be July 12, 1996.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of July, 1996.


Norman Scott Parsons, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of July, 1996, by Norman Scott Parsons, who is personally known to me or who presented a Florida drivers license and who did not take an oath.


NOTARY PUBLIC
Printed Name of Notary: _____
Commission No.: _____
Commission Expiration: _____

(NOTARIAL SEAL)



REBECA IGLESIAS
COMMISSION # CC 370107
EXPIRES APR 10, 1998
BONDED THRU
ATLANTIC BONDING CO. INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.050, and 48.091, 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: THE PARSONAGE LANDSCAPE SERVICES, INC.

2. The name and address of the registered agent and office is:

PETER J. MALECKI, ESQ.

(NAME)

500 SOUTH AUSTRALIAN AVENUE, SUITE 800.

(STREET ADDRESS)

WEST PALM BEACH, FLORIDA 33401

(CITY/STATE/ZIP)

NORMAN SCOTT PARSONS

TITLE Incorporator

DATE July 15th, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


PETER J. MALECKI, ESQ.

DATE JULY 15th, 1996

parsons.art