



GEORGIA A. HILLER
941-436-2963

**PORTER, WRIGHT,
MORRIS & ARTHUR**
Attorneys & Counselors at Law

1501 Tamiami Trail North
Suite 400
Naples, Florida 33940-3060
Telephone: 813-263-8898
Facsimile: 813-436-2990
Nationwide: 800-876-7962

August 6, 1996

State of Florida Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

VIA UPS OVERNIGHT DELIVERY

Re: Lippott of Florida, Inc.

600001916236
-08/08/96--01026--010
****122.50 ****122.50

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your office returning to us a certified copy of same for our records.

I am enclosing a check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) representing payment of the following:

\$ 35.00 - Filing Fee
35.00 - Certificate Designating Registered Agent
52.50 - Certified Copy
\$122.50

Should you have any questions, please do not hesitate to contact me at your convenience.

Sincerely yours,

Georgia A. Hiller

GAH/tgb
Enclosures

cc: Richard J. Lippott

NAPLES/52491.01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 AUG - 7 12:10:56
8/9/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
LIPPOTT OF FLORIDA, INC.,**

96 AUG -7 AM 10: 56

The undersigned, for the purpose of amending and restating the Articles of Incorporation of Lippott of Florida, Inc., a Florida corporation formed under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of the Corporation shall be LIPPOTT OF FLORIDA, INC.

ARTICLE II - Purpose

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - Shares

The maximum aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares of Common Stock, par value of \$0.01 per share.

ARTICLE IV - Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V - Indemnification

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the

Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI - Control Share Act

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this Corporation.

ARTICLE VII - Amendment of Bylaws

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII - 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 By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Richard J. Lippott
488 County Road 951
Naples, Florida 34119

Nancy K. Lippott
488 County Road 951
Naples, Florida 34119

ARTICLE IX - Registered Agent

The registered agent of the Corporation is Georgia A. Hiller, Esquire. The street address of the Corporation's registered office is 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

ARTICLE X - Principal Office

The principal place of business and mailing address of this Corporation shall be 488 County Road 951, Naples, Florida 34119.


ARTICLE XI - Incorporator

The name and address of the incorporator to these Articles of Incorporation is Georgia A. Hiller, Esquire, 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

ARTICLE XII - Amendment

The 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 has executed these Amended and Restated Articles of Incorporation this 1st day of August, 1996.



Georgia A. Hiller, Esquire

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

96 AUG -7 AM 10: 56

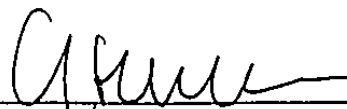
Pursuant to the provisions of Chapter 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is LIPPOTT OF FLORIDA, INC.
2. The name and address of the registered agent and office is:

Georgia A. Hiller, Esquire
Porter, Wright, Morris & Arthur
4501 Tamiami Trail North, Suite 400
Naples, Florida 34103

HAVING BEEN NAMED in the State of Florida 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: August 1, 1996



Georgia A. Hiller, Esquire

P96000066373



100 HAYS STREET
NAPLES, FL 34102
904-201-0170
904-201-0191 FAX

866-342-8086

RECEIVED

96 AUG 20 PM 12:52

ACCOUNT NO. : 07210000000000000000
REFERENCE : 059182 4718535

AUTHORIZATION : Patricia P. Fitch
COST LIMIT : \$ 35.00

ORDER DATE : August 20, 1996
ORDER TIME : 11:19 AM
ORDER NO. : 059182
CUSTOMER NO: 4718535

name
change
Amend File
Second

CUSTOMER: Mary Beth Clary, Esq
Porter Wright Morris & Arthur
Suite 400
4501 Tamiami Trail North
Naples, FL 33940

5000001927325

DOMESTIC AMENDMENT FILING

NAME: LIPPOTT OF FLORIDA, INC.

EFFECTIVE DATE:

8/20/96

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

FILED
96 AUG 20 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LIPPOTT OF FLORIDA, INC.

FILED
96 AUG 20 PM 2:10
SEC
TALL

Pursuant to the provisions of Section 607.1006, Florida Statutes, Lippott of Florida, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The following amendment (the "Amendment") to the Corporation's Articles of Incorporation was adopted by the shareholders on August 16, 1996:


Article 1. NAME is hereby amended to read as follows:

"The name of the Corporation shall be GULFCOAST HYDROSEEDING, INC."

SECOND: The holders of all outstanding shares of the Corporation's voting stock have signed a consent in writing adopting the Amendment.

THIRD: This Amendment shall be effective immediately upon filing with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment on this 16th day of August, 1996.



Nancy H. Lippott, Chief Executive Officer

P96000066373
Jerald R. Pitkin, P.A.

Attorney at Law

215 AIRPORT ROAD SOUTH ■ NAPLES, FLORIDA 34104
941/649-8774 ■ FAX 941/649-8967

May 13, 1997

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

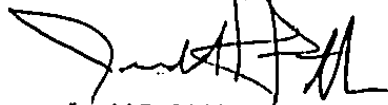
800002183948--7
-05/19/97--01182--019
*****70.00 *****35.00

Dear Secretary of State:

Enclosed please find an original and copy of the Articles of Amendment to Articles of Incorporation, and Statement of Change of Registered Office or Registered Agent, or Both, to be filed with your office, along with a check in the amount of \$70.00 made payable to the Secretary of State. Please return a file stamped copy to our office in the enclosed postage prepaid envelope.

Thank you for your assistance in this matter.

Sincerely yours,
LAW OFFICE OF JERALD R. PITKIN, P.A.



Jerald R. Pitkin

JRP:alj
Enclosures
cc: Gulfcoast Hydroseeding, Inc.

FILED
97 MAY 19 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Chang

VFW 5-28-97

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is:

GULFCOAST HYDROSEEDING, INC.

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

Georgia A. Hiller, Esquire
Porter, Wright, Morris & Arthur
4501 Tamiami Trail North, Suite 400
Naples, Florida 34103

3. The name and address of the successor registered agent and office:

William E. Hunter
10881 Helm Court
Naples, Florida 34109

The address of its registered agent and the address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors.

SIGNATURE

William E. Hunter

William E. Hunter, President

DATE: May 12, 1997

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.

SIGNATURE

William E. Hunter

William E. Hunter, registered agent

DATE

12 May 1997

FILED
97 MAY 19 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA