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September 18, 1996

William Gutierrez
1271 West 63 Street
Hialeah, Florida 33012

**Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314**

900001954589
-09/24/96--01089--009
*****122.50 *****122.50

RE: Incorporation of All Custom Landscaping & Lawn Service, Inc.

Dear Sir or Madame:

Enclosed please an original and a copy of the Articles of Incorporation for the above referenced and my check in the amount of \$122.50, which represents the filing fee. Please return a certified copy in the enclosed envelope.

If you have any questions, please feel free to contact me.

Very truly yours,

William Gutierrez
"signed in his absence"

1 SEP 24 1996 BSB

96 SEP 23 PH 12 14
SECY OF STATE
SECE. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

OF

96 SEP 23 PM 12:11

ALL CUSTOM LANDSCAPING & LAWN SERVICE, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

ALL CUSTOM LANDSCAPING & LAWN SERVICE, INC.

Its principal place of business and/or mailing address shall be:

1271 West 63 Street
Hialeah, Florida 33012

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes:

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$0.01 per share. The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV

TERMS OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1271 West 63 Street
Hialeah, Florida 33012

The name of the initial registered agent of this Corporation at that address shall be:

William Gutierrez

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall at least one (1), but no more than two (2) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

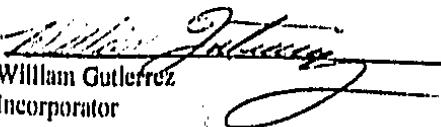
William Gutierrez
1271 West 63 Street
Hialeah, Florida 33012

ARTICLE VIII
INCORPORATOR

The name and street address of the Incorporator signing these Articles of Incorporation is as follows:

William Gutierrez
1271 West 63 Street
Miami, Florida 33012

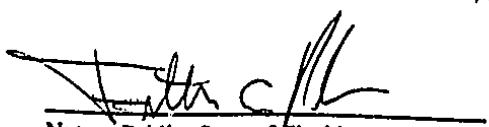
IN WITNESS WHEREOF, the undersigned Incorporator William Gutierrez, has made and
subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this
17th day of September, 1996.


William Gutierrez
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME personally appeared William Gutierrez, to me well known to be the person
described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily
acknowledged before me according to law that he made and executed the same for the uses and purposes
therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Florida
this 17th day of September, 1996.


Notary Public, State of Florida
My Commission Expires:

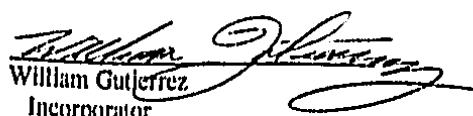


ESTHER C PORTER
My Commission CC414224
Expires Oct. 18, 1998
Bonded by HAI
800-422-1565

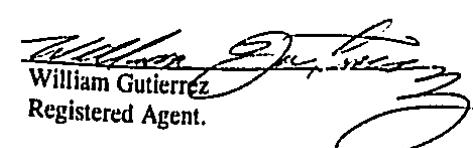
DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

FILED
96 SEP 23 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, William Gutierrez, having filed its Articles of Incorporation contemporaneously herewith, with its registered offices as indicated therein at 1271 West 63 Street, Hialeah, Florida 33012, has named William Gutierrez, located thereto as its registered agent to accept service of process within this state.


William Gutierrez
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


William Gutierrez
Registered Agent.