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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 26 AM 11:52

September 23, 1996

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6327
TALLAHASSEE, FLORIDA 32314

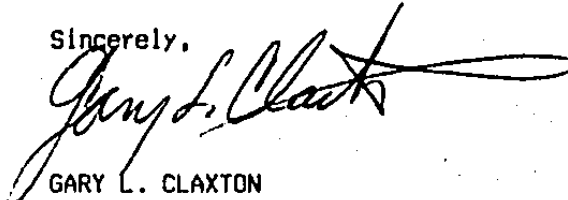
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****122.50 ****122.50

RE: FRUITVILLE LANDSCAPE, INC.
ARTICLES OF INCORPORATION

Please find enclosed a check in the amount of \$122.50 for filing fees, registered agent fee, and certified copy of Articles of Incorporation for the above-referenced Florida Corporation. Also enclosed are original of Articles of Incorporation for FRUITVILLE LANDSCAPE, INC., a Florida Corporation.

Please advise when the Articles have been filed.

Sincerely,


GARY L. CLAXTON
Incorporator

WESTSHORE ACCOUNTING, INC.
JOHN R. THEIS CPA
2881 MAPLELOFT LANE
SARASOTA, FL 34238

D. BROWN SEP 30 1996

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ARTICLES OF INCORPORATION
OF

FRUITVILLE LANDSCAPE INC.

ARTICLE I - NAME

The name of the Corporation shall be FRUITVILLE LANDSCAPE INC., a Florida Corporation.

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - POWERS

This Corporation shall have all of the powers enumerated in the "Florida General Corporation Act", (Chapter 607, Florida Statutes).

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of voting common stock (one thousand shares), with a par value of \$1.00 (one dollar) per share.

ARTICLE V - PREEMPTIVE RIGHTS

The holders of the common stock of the Corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be afixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first 100 shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

2651 MAPLELOFT LANE
SARASOTA, FLORIDA 34232

and the name of the initial registered agent of this Corporation at that address is

JOHN R. THEIS CPA

ARTICLES OF INCORPORATION

FRUITVILLE LANDSCAPE, INC.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name of the initial director of this Corporation is:

GARY L. CLAXTON

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is

GARY L. CLAXTON
5439 SAWGRASS ROAD
SARASOTA, FLORIDA 34232

ARTICLE IX - CORPORATION'S PRINCIPAL OFFICE

The principal office of this corporation will be as follows:

5439 Sawgrass Road
Sarasota, Florida 34232

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLES OF INCORPORATION

FRUITVILLE LANDSCAPE, INC.

ARTICLE XI - OFFICERS

The initial officer of this Corporation is as follows:

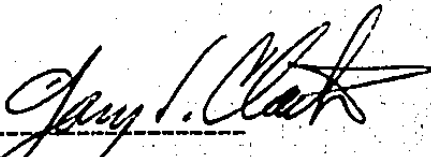
PRESIDENT GARY L. CLAXTON
VICE PRESIDENT

SECRETARY
TREASURER GARY L. CLAXTON

ARTICLE XII - CORPORATE EXISTENCE

The Corporation will begin existence on October 1, 1996
and continue until dissolved as provided by law.

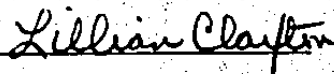
THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES
OF INCORPORATION ON THIS 23 DAY OF SEPTEMBER, 1996.



GARY L. CLAXTON
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF SARASOTA)

In my presence on September 23, 1996 appeared GARY L.
CLAXTON, known to be the person described as the
Incorporator, who executed the foregoing Articles of
Incorporation, and said person did acknowledge subscribing
to the same.



NOTARY PUBLIC

Driver's license provided for
identification.



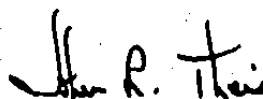
LILLIAN CLAXTON
MY COMMISSION # CC000488 EXPIRES
August 10, 1998
BONDED THROUGH TROY FARM INSURANCE, INC.

FILED
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ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
FRUITVILLE LANDSCAPE, INC.

Having been named to accept service of process for the above-named Corporation, at the place designated in the Corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and 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.

DATED: SEPTEMBER 23, 1996



JOHN R. THEIS CPA
Registered Agent for
FRUITVILLE LANDSCAPE,
INC.