

P96000087142

- CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Supplemental Landscaping and maintenance, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () _____ pgs.		
SUBTOTALS		

RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 05 OCT 22 PM 3:16

FILED

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____
 BY AAK _____

WALK-IN Will Pick Up 10:22 1130

AAK
10/22

FEE.....	\$	
DISBURSED.....	\$	
SURCHARGE.....	\$	
TAX on corporate supplies.....	\$	
SUBTOTAL.....	\$	
PREPAID.....	\$	
BALANCE DUE.....	\$	

RECEIVED
 DIVISION OF CORPORATION
 05 OCT 22 AM 9:56

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

CONSENT

I, William J. Fash, President of Fash Brothers, Inc. confirm that Sunflower Landscaping and Maintenance is a fictitious name registered to Fash Brothers, Inc.

Sunflower Residential, Inc. is a separate corporation in which myself and my brother, DOUGLAS FASH, are officers, directors and shareholders.

I, William J. Fash, consent to the use of the name "Sunflower Landscaping and Maintenance, Inc." to form a new corporation, the shareholders, officers and directors of which will be identical to those in Fash Brothers, Inc.

Dated: October 21, 1996.


WILLIAM J. FASH

ARTICLES OF INCORPORATION

OF

SUNFLOWER LANDSCAPING AND MAINTENANCE, INC.

FILED
96 OCT 22 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation for profit under the provisions of Chapter 607 of the Florida Statutes.

ARTICLE I

The name of this corporation is SUNFLOWER LANDSCAPING AND MAINTENANCE, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida Business Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 10,000, \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 15200 State Road 7, Delray Beach, Florida 33446. The name of the corporation's initial registered agent is WILLIAM J. FASH.

ARTICLE V

The number of directors constituting the initial Board of Directors of this corporation is two (2). The names and street addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
WILLIAM J. FASH	15200 State Road 7 Delray Beach, Florida 33446
DOUGLAS FASH	15200 State Road 7 Delray Beach, Florida 33446

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is WILLIAM J. FASH, 15200 State Road 7, Delray Beach, Florida 33446.

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX


Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE X

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the

parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 21st day of October, 1996.


WILLIAM J. FASH, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared WILLIAM J. FASH, known to me to be the person described in and who executed the foregoing Articles of Incorporation of SUNFLOWER LANDSCAPING AND MAINTENANCE, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 21st day of October, 1996.


Notary Public
My Commission Expires:



KELLY J. GUTTERS
My Commission 0088804
Expires Sep. 08, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED
95 OCT 22 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

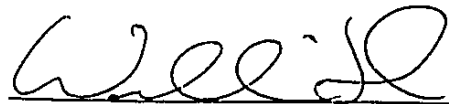
In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

That SUNFLOWER LANDSCAPING AND MAINTENANCE, INC., desiring to
organize under the laws of the State of Florida, with its principal
office as indicated in the Articles of Incorporation, has named
WILLIAM J. FASH as the person upon whom process may be served at
the following address:

15200 State Road 7
Delray Beach, Florida 33446

ACKNOWLEDGMENT:

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 agree to comply with the
provisions of said Act relative to keeping open said office.


WILLIAM J. FASH