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11/25/96

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004  
CONTACT: JOHNNY C RODRIQUEZ  
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: HOME MEDICAL DELIVERY SERVICES, INC.  
AUDIT NUMBER.....H96000016623  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..1 PAGES..... 4  
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TALLAHASSEE, FLORIDA

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**Articles of Incorporation  
of  
Home Medical Delivery Services, Inc.**

**Article I. Name**

The name of this Florida corporation is:  
Home Medical Delivery Services, Inc.

**Article II. Address**

The mailing address of the Corporation is:  
Home Medical Delivery Services, Inc.  
2591 South State Road 7  
Hollywood FL 33023

**Article III. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

**Article IV. Registered Agent**

The name and address of the registered agent of the Corporation is:  
Joseph B. Ryan, III  
5901 NW 151st Street, Suite 124  
Miami Lakes FL 33014

**Article V. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Joseph B. Ryan, III FL Bar Member 338273  
5901 NW 151st Street Suite 124  
Miami Lakes FL 33014  
305-818-1847 • Fax 305-820-9724

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Steve Helfan

Article VI. Incorporator

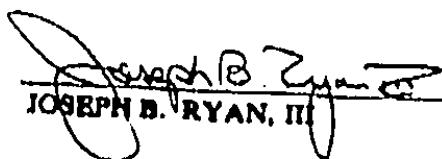
The name and address of the Incorporator is:

Joseph B. Ryan, III  
5901 NW 151st Street Suite 124  
Miami Lakes FL 33014

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective November 25, 1996

The Incorporator executed these Articles of Incorporation on November 25, 1996

  
JOSEPH B. RYAN, III

Joseph B. Ryan, III FL Bar Member 338273  
5901 NW 151st Street Suite 124  
Miami Lakes FL 33014  
305-818-1847 • Fax 305-820-9724

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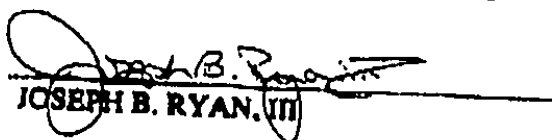
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**Certificate of Designation  
Registered Agent and Registered Office**

**CORPORATION:**  
Home Medical Delivery Services, Inc.

**REGISTERED AGENT:**  
Joseph B. Ryan, III  
5901 NW 151st Street, Suite 124  
Miami Lakes FL 33014

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
JOSEPH B. RYAN, III

Date: 11/25/96

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Joseph B. Ryan, III FL Bar Member 336273  
5901 NW 151st Street Suite 124  
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305-818-1847 • Fax 305-820-9724

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JOSEPH B. RYAN III  
ATTORNEY AT LAW  
250 BIRD ROAD  
SUITE 216  
CORAL GABLES, FLORIDA 33146-1424

TEL (305) 444-4949  
FAX (305) 444-2280

March 21, 1996

Via Federal Express

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Attention: Annette Hogan

Re: South Florida Landscape Management, Inc.

Dear Ms. Hogan:

Enclosed please my check in the amount of \$35.00 payable to the Secretary of State which I inadvertently failed to include with my correspondence to you of March 20, 1997.

Very truly yours,

*Joseph B. Ryan III*  
Joseph B. Ryan III

enclosure

Name	JOH
Approval	3/25/97
Document	JOH
Examination	JOH
Update	JOH
Update	JOH
Verify	JOH
Accountable person	JOH
W.P. Verifier	JOH

C. TAX	
FILING	
R. AGENT FEE	35
T. FEE	
N. FEE	35
PAID TO STATE	
REFUND	

**JOSEPH B. RYAN III**

ATTORNEY AT LAW

250 BIRD ROAD

SUITE 216

CONAL GABLES, FLORIDA 33146-1424

TEL (305) 444-4040

FAX (305) 444-2209

March 20, 1996

Via Federal Express

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Attention: Annette Hogan

Re: South Florida Landscape Management, Inc.

Dear Ms. Hogan:

Enclosed please an original and one copy of the Articles of Amendment to the Articles of Incorporation for Home Medical Delivery Services, Inc. together with my check in the amount of \$35.00 to cover the filing fees.

Please send evidence of receipt to me in the self-addressed Federal Express envelope provided for your convenience.

Very truly yours,

  
Joseph B. Ryan III

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DIVISION OF CORPORATIONS

enclosure

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF

HOME MEDICAL DELIVERY SERVICES, INC.

FILED  
97 MAR 21 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is HOME MEDICAL DELIVERY SERVICES, INC.

2. The following amendment to the Articles of Incorporation was made by the Incorporator before the issuance of any shares on March 19, 1997, without the necessity of shareholder approval, in the manner prescribed by the Florida Business Corporation Act:

Article I is hereby amended to read as follows:

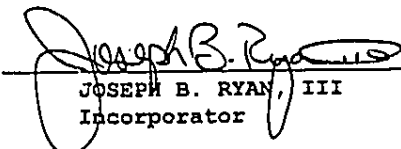
"ARTICLE I

NAME

The name of the corporation shall be:

SOUTH FLORIDA LANDSCAPE MANAGEMENT, INC."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment the day and year first written above.

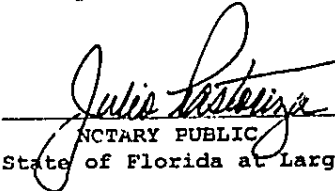
  
JOSEPH B. RYAN, III  
Incorporator

STATE OF FLORIDA       )  
                              )SS:  
COUNTY OF DADE       )

BEFORE ME, the undersigned authority, personally appeared Joseph B. Ryan, III, who is to me well known to be the person described in and who, as Incorporator, subscribed the above Articles of Amendment to the Articles of Incorporation, and who produced a Florida Driver's License as identification and who did not take an oath.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at said County and State, this 20th day of March, 1997.

My commission expires:

  
NOTARY PUBLIC  
State of Florida at Large

