

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

P960000
 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 \$ _____

RE: Associates Landscaping,
Inc

96839

DISBURSED

Capital Express™

Art. of Inc. _____

Corp. Records Search _____

Ltd. Partnership File _____

Foreign Corp. File _____

Cert. Copy(s) _____

Art. of Amend. File _____

Dissolution/Withdrawal _____

C U S - _____

Fictitious Name File _____

000002016650--0

Name Reservation -12/02/96--01009--020

Annual Report/Reinstatement ****122.50 ****122.50

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. _____

96 DEC -2 AM 9:51
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
FILED

SUBTOTALS

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

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AAK</u>	_____	_____	_____

WALK-IN Will Pick Up 127 1100

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.

96 DEC -2 AM 9:51
 RECEIVED
 THANK YOU
 from
 Your Capital Connection

96 DEC -2 AM 9:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ASSOCIATES LANDSCAPING, INC.

We the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be: **ASSOCIATES LANDSCAPING, INC.**

ARTICLE II

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III

This Corporation is organized for the purpose of transacting any lawful business of a retail and wholesale nursery business and growing and production of landscaping materials, landscaping design and installation and to operate, to purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise, and real and personal property of every class and description and to engage in any lawful business under of the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 1,000 shares at

(\$1.00) Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata of share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 3629 "C" Road, Loxahatchee, Florida 33470-3870.

ARTICLE VII

The street address of the initial registered office of this Corporation is 3629 "C" Road, Loxahatchee, Florida 33470-2870, and the name of the initial registered agent of this Corporation at the address is H. BRYANT SIMS, ESQUIRE.

ARTICLE VIII

This Corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws, however, there shall never be less than one Director. The name and address of the initial Board of Directors are:

DAVID P. BAILUS
3629 "C" Road
Loxahatchee, Florida 33470-3870

ARTICLE IX

The names and address of the Incorporators signing these

Articles is:

DAVID P. BAILUS
3629 "C" Road
Loxahatchee, Florida 33470-3870

ARTICLE X

The Officer of the Corporation shall be:

DAVID P. BAILUS P/S/T

ARTICLE XI

This Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

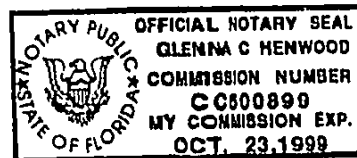
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 25th day of November, 1996.

David P. Bailus
DAVID P. BAILUS

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

BEFORE ME, the undersigned authority, personally appeared, DAVID P. BAILUS who is personally known to me, known to me and by me to be the person who executed the above Articles of Incorporation, for the purposes therein expressed, this 25th day of November, 1996.

Glenna C. Henwood
GLENNA C. HENWOOD
NOTARY PUBLIC
MY COMMISSION EXPIRES:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

H. Bryant Sims
H. BRYANT SIMS, ESQUIRE

FILED
96 DEC -2 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA