

RONALD L. BERNER
1500 JACOB ROAD
DELAND, FLORIDA 32724

(904) 738-0406

PAID 12/28/96

December 13, 1996

RECEIVED
12/13/96

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC.

Dear Sirs:

Enclosed please find the original and one copy of Articles of Incorporation for the above named corporation. I have also enclosed a check in the amount of \$122.50 to cover your filing fees.

Please return to me a certified copy of the Articles of Incorporation as soon as possible.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Ronald L. Berner

Enclosures

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ARTICLES OF INCORPORATION
OF
BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC.

WE, the undersigned, do hereby certify that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of said corporation.

ARTICLE I

NAME

The name of this corporation shall be BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., and its principal place of business shall be in the City of Deland, County of Volusia, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted in which the corporation is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said corporation, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things hereinbefore set forth to the same extent as a natural person might, or could do.

3. To do any and all things pertaining to landscaping and tractor services.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.

5. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service

or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause, it shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL STRUCTURE

The capital stock of this Corporation shall be composed of ten thousand and 00/100 (10,000) shares of stock with a par value of One

Dollar (\$1.00). The capital stock shall be sold assigned, issued, and transferred only in accordance with the By-Laws of the corporation as the corporation may from time to time, make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same to the corporation and which shall be a lien thereon superior to all other liens and claims of every character and all assignments or transfers of stock of this corporation shall be subject thereto.

ARTICLE IV

CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This article may be amended from time to time in the By-Laws of the corporation by a majority vote of the stockholders of the corporation.

ARTICLE V

EXISTENCE

This corporation shall have perpetual existence unless dissolved in a manner provided by law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be located in the City of DeLand, County of Volusia, State of Florida, and the mailing address of said principal office of the corporation shall be 1500 Jacobs Road, DeLand, FL 32724.

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors of the corporation shall be not less than one (1) nor more than seven (7).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of each of the Directors, subject to the By-Laws, who shall hold office until their successors are elected and have qualified, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--------------------------------------|
| RONALD L. BERNER | 1500 Jacobs Road DeLand, FL 32724 |
| K. DENISE BERNER | 1500 Jacobs Road DeLand, FL 32724 |

ARTICLE IX

INITIAL REGISTERED OFFICE

The street address of the initial registered office is 1500 Jacobs Road, DeLand, FL 32724, and the name of the initial registered agent at that office is RONALD L. BERNER.

ARTICLE X

INCORPORATORS

The names and post office addresses of the persons signing these Articles of Incorporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--------------------------------------|
| RONALD L. BERNER | 1500 Jacobs Road DeLand, FL 32724 |
| K. DENISE BERNER | 1500 Jacobs Road DeLand, FL 32724 |

ARTICLE XI

OFFICERS

The officers of the corporation shall be elected at the organizational meeting of the incorporators and directors.

ARTICLE XII

RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the shareholders in the corporation may not be resold or otherwise transferred to other persons without the written consent of all of the shareholders or unless first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of the corporation.

This Article shall not be interpreted as a restriction of the right of any shareholder to have his/her entire stock holding redeemed by the corporation. All stock certificates issued will be prominently marked "RESTRICTED", with notation made to the Articles of Incorporation and/or By-Laws of the corporation. A subsequent and properly executed Shareholders' Agreement by all the shareholders is deemed to override any provision herein contrary to such Agreement.

ARTICLE XIII

GENERAL PROVISIONS

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a stockholder or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

The corporation shall indemnify any and all stockholders or officers, or any person who may have served at its request as a stockholder or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been stockholders or officers, or a stockholder or officer of the corporation, or of such other corporation, except in relation to matters as to which any such stockholder or officer or former stockholder or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed adjudication that such stockholder or officer or person is liable for negligence or

misconduct in the performance of his duties, if such stockholder or officer or person was acting in good faith in which he considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal.

In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of stockholders or of any disinterested committee or group of persons to whom the question may be referred by the stockholders, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for, or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders, or otherwise.

WE, the undersigned, being the original subscribers and incorporators of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC.

WITNESS our hands and seals this 14 day of December, 1996.



RONALD L. BERNER

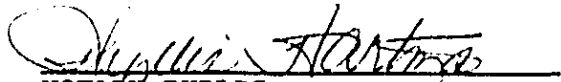


K. DENISE BERNER

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this 14 day of December, 1996,
before me personally came RONALD L. BERNER and K. DENISE BERNER, to
me known to be the individuals described in and who executed the
within and foregoing Articles of Incorporation, and they acknowledged
before me that they executed the same for the purposes therein
expressed.

WITNESS my hand and official seal at DeLand, Florida, the day and
year last above written.


NOTARY PUBLIC
Phyllis Hartman

My Commission Expires:



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

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

First -- That BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of DeLand, County of Volusia, State of Florida, has named RONALD L. BERNER located at 1500 Jacobs Road, DeLand, Florida 32724, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Ronald L. Berner
RONALD L. BERNER,
Resident Agent

STATE OF FLORIDA
TALLAHASSEE

96 DEC 18 PM 1:01

PM 1:01

P96000102888

BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC.
1500 JACOBS ROAD
DeLAND, FLORIDA 32724

(904) 738-0406

August 14, 1997

Secretary of State
Attn: Corporation Division
P. O. Box 5588
Tallahassee, FL 32314

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-08/22/97--01053--014
*****87.50 *****87.50

Re: BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC.

Dear Sir:

Enclosed please find the following items:

1. Original and one copy of the Articles of Dissolution for the above referenced corporation;
2. Shareholder's Consent to Voluntary Corporate Dissolution;
3. Waiver of Notice of Special Joint Meeting of Directors and Shareholders of the above referenced corporation;
4. Minutes of Special Joint Meeting of Stockholders & Directors of the above corporation;
5. Check in the amount of \$87.50.

Kindly proceed with the filing of the above referenced documents. Please see that this corporation is dissolved at this time. We would appreciate your providing our office with one (1) certified copy of the Articles of Dissolution.

Thank you for assisting us in this matter. Should you have any questions, please do not hesitate to contact our office.

Sincerely,

Ronald L. Berner
Ronald L. Berner
President

VS AUG 29 1997

Enclosures

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FILED
97 AUG 22 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF DISSOLUTION
OF
BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC.

FILED
97 AUG 22 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, the undersigned President and Secretary/Treasurer of BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida corporation, do hereby, in relation to the voluntary dissolution of corporations, make and attest these Articles of Dissolution and attach thereto the written consent of the stockholders of said BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida Corporation, and state as follows:

- FIRST:** The name of the corporation is BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC. ("the company").
- SECOND:** The company's articles of incorporation were filed with the Secretary of State of the State of Florida by virtue of that certain document having Document No. P96000102888.
- THIRD:** The corporation has completely discontinued and closed its business and has paid all of its debts, obligations, and liabilities or has made adequate provisions therefore; that said corporation has specifically paid all currently due property taxes, both tangible and intangible and all sales and use taxes, and corporation income taxes as of this date.
- FOURTH:** A majority of the directors of the company authorized the dissolution of the company on August 1, 1997.
- FIFTH:** The company's net assets remaining after winding up the company's affairs have been distributed to the company's shareholders.
- SIXTH:** That there are no actions pending against the corporation in any court.
- SEVENTH:** That a Joint Meeting of Stockholders and Directors of BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida corporation, held on August 1, 1997, a resolution was made and adopted to dissolve the corporation, of copy of which is attached hereto, and at said meeting the owners and holders of the entire issued and outstanding stock of said corporation did signify their Consent in writing that such corporation be dissolved forthwith, copies of said consents being attached hereto.

EXECUTED August 1, 1997.

BERNER'S LANDSCAPE AND
TRACTOR SERVICES, INC.,
A Florida Corporation.

By: Ronald L. Berner
Name: RONALD L. BERNER

(CORPORATE SEAL)

Title: President/Director

By: K. Denise Berner
Name: K. DENISE BERNER

Title: Secretary/Treasurer/Director

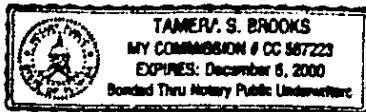
STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, this 1st day of August, 1997, appeared RONALD L. BERNER and K. DENISE BERNER, as officers, directors and stockholders of that certain corporation known as BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida corporation, both personally known to me, and they acknowledged that the foregoing instrument has been signed by them for the purposes therein expressed and set forth.

Ronald L. Berner
RONALD L. BERNER

K. Denise Berner
K. DENISE BERNER

SWORN AND SUBSCRIBED TO before me this 1st day of August, 1997.



TAMERA S BROOKS
NOTARY PUBLIC

TAMERA S BROOKS
Notary Public's Name,
Typed or Printed.

My Commission Expires:

SHAREHOLDER'S CONSENT TO VOLUNTARY CORPORATE DISSOLUTION

THE UNDERSIGNED, being one of the shareholders of
BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida
Corporation, consents to the voluntary dissolution of the
Corporation.

Dated: August 1, 1997.



RONALD L. BERNER

SHAREHOLDER'S CONSENT TO VOLUNTARY CORPORATE DISSOLUTION

THE UNDERSIGNED, being one of the shareholders of
BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida
Corporation, consents to the voluntary dissolution of the
Corporation.

Dated: August 1, 1997.



K. DENISE BERNER

WAIVER OF NOTICE OF SPECIAL JOINT MEETING
OF DIRECTORS & STOCKHOLDERS
OF
BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC.

WE, the undersigned, being all of the stockholders and directors of BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida Corporation, do hereby waive all notice of the special joint meeting of the stockholders and directors of said Corporation, and do consent that the 1st day of August, 1997, at 1:00 o'clock in the afternoon be, and the same is hereby fixed as the time, and the corporate offices located in DeLand, Volusia County, Florida, as the place for the holding of the same, and that all such business be transacted thereat as may lawfully come before the meeting.

DATED this 1st day of August, 1997.



RONALD L. BERNER



K. DENISE BERNER

MINUTES OF SPECIAL JOINT MEETING OF STOCKHOLDERS & DIRECTORS
OF
BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC.

MINUTES of the Special Meeting of the Stockholders and Directors of BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida Corporation, held on August 1, 1997, at the corporate offices located in DeLand, Volusia County, Florida, at 1:00 o'clock in the afternoon.

The President of the Corporation, RONALD L. BERNER, called the meeting to order and served as Chairman of the meeting.

The Secretary, K. DENISE BERNER, called the roll and the following stockholders and directors were present: RONALD L. BERNER and K. DENISE BERNER.

The Secretary presented Waivers of Notice of this Special Meeting which were signed by the stockholders.

The Chairman stated that the principal purpose of this meeting was to consider a plan for the complete liquidation and dissolution of this Corporation. The following plan was submitted to the meeting:

1. ADOPTION OF PLAN. The Plan is hereby submitted to the shareholders of the Corporation for adoption at a meeting to be held for that purpose. The Plan shall have become effective upon its adoption by the affirmative consent of the shareholders of the corporation.

2. CESSATION OF BUSINESS. After the 1st day of August, 1997, the Corporation shall not engage in any business activities, except for the purpose of preserving the value of its assets, adjusting and winding up its business and affairs, and distributing its assets in accordance with the Plan.

3. RESERVE FOR TAXES AND EXPENSES. There are no known outstanding debts of this Corporation. The stockholders of the Corporation will, however, stand behind any debts in the event the same shall arise in the future.

4. PROPERTY DISTRIBUTION. The Corporation shall transfer and assign all of the remaining assets of this Corporation, as of the close of business on August 1, 1997, subject to all liabilities of the Corporation, whether known or unknown, to RONALD L. BERNER and K. DENISE BERNER, by appropriate instruments of transfer, as the first and final distribution in liquidation, upon the surrender of the foregoing shareholders of their remaining shares of the Corporation for cancellation.

As of the date of these Minutes, said property consists of the following assets:

A. 1992 Ford F700 Truck, Florida Registration, VIN# 1FDWF70J3NVA34896.

B. 1996 Bobcat Skid Loader, 763 Skid Loader, Florida Registration, VIN# 512220159, with 1996 606 Combo Bucket (Bobcat), VIN# 707400344.

5. SHAREHOLDERS' LIABILITY. Notwithstanding anything herein to the contrary, if the amount of the reserve fund set up in accordance with the provision of Paragraph 3 proves to be insufficient to pay the taxes and expenses herein referred to, then any excess liability for such taxes and expenses shall be paid by RONALD L. BERNER and K. DENISE BERNER.

6. DISSOLUTION. Promptly after August 1, 1997, RONALD L. BERNER and K. DENISE BERNER shall execute and cause to be filed Articles of Dissolution in accordance with Florida Statutes 607.254. In addition to the execution and filing of the final income taxes of the Corporation, RONALD L. BERNER and K. DENISE BERNER shall in due time execute and file with the Treasury Department all returns, documents, and information required to be filed by reason of the complete liquidation of the Corporation.

7. AUTHORIZATION FOR NECESSARY ACTS. RONALD L. BERNER and K. DENISE BERNER shall carry out and consummate the Plan, and shall have power to adopt all resolutions, execute all documents and file all papers, and take all other action they deem necessary or desirable for the purpose of effecting the dissolution of the Corporation and the complete liquidation of its business, assets, and affairs.

After full discussion, RONALD L. BERNER and K. DENISE BERNER resolved that the Plan of Complete Liquidation of BERNER'S LANDSCAPE AND TRACTOR SERVICES, INC., a Florida Corporation, as submitted in this meeting, is hereby adopted and approved in all respects.

There being no further business, the meeting was duly adjourned.

Dated this 1st day of August, 1997.


RONALD L. BERNER


K. DENISE BERNER