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NAME: EVERGREEN LANDSCAPE CONTRACTORS, INC.
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**ARTICLES OF INCORPORATION
OF
EVERGREEN LANDSCAPE CONTRACTORS, INC.**

The undersigned, acting as incorporator of Evergreen Landscape Contractors, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

Evergreen Landscape Contractors, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business for the corporation shall be 1898 Sea Grape Way, Daytona Beach, Florida 32124, and the mailing address of the corporation shall be Post Office Box 291700, Port Orange, Florida 32129.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

This instrument prepared by:
Louis T.M. Conti Fla. Bar No. 346808
Holland & Knight Post Office Box 1823
Orlando, Florida 32802 407/425-9500

FROM HOLLAND & KNIGHT ORLANDO 407-244-5288 (MON) 12.23.96 16:11/ST. 16:10/NO. 3760160176 P 2

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Louis T.M. Conti, 200 South Orange Avenue, Suite 2600, Orlando, Florida 32801.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Jerry Johnson, Jr.	1898 Sea Grape Way Daytona Beach, Florida 32124

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Louis T.M. Conti	200 South Orange Avenue Suite 2600 Orlando, Florida 32801

The incorporator of the corporation assigns to this corporation its rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights the incorporator may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of December, 1996.



Louis T. M. Conti
Incorporator

H96000017960

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following
is submitted:

That Evergreen Landscape Contractors, Inc. desiring to organize under
the laws of the State of Florida with its principal office, as indicated in the Articles of
Incorporation, 1898 Sea Grape Way, Daytona Beach, Florida 32124, has named Louis
T.M. Conti at 200 South Orange Avenue, Suite 2600, Orlando 32801, County of Orange,
State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the
corporation named above, at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in that capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.

DATED: December 23, 1996


Louis T.M. Conti, Registered Agent

ORL-180386

DEC 23 1996
10:00 AM
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF ORANGE, FLORIDA