

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE

SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD A. PALADINO

TELEPHONE (407) 655-8980
TELECOPIER (407) 655-9480

December 20, 1996

196000104049
Federal Express
Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

In Re: BLC Acquisition Corporation

Dear Sir:

Enclosed you will find an original and a duplicate copy of the Articles of Incorporation and the registered agent certificate for BLC Acquisition Corporation.

The original of the Articles is to be filed in your office and the copy certified and returned to my office at 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401. Also enclosed is a check in the amount of \$122.50, in payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Fee	<u>35.00</u>

TOTAL	<u>\$122.50</u>
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I would appreciate it if you would return the certified copy of the Articles to me by Federal Express in the enclosed Fedex package. If there is any reason why the Articles will not be filed immediately, please give me a call. Thank you for your assistance in this matter.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO

12/30
W. Glenn Dempsey
W. Glenn Dempsey

WGD/cr
Enclosures
cc: Robert R. Horner, Jr.

RECEIVED
FLORIDA SECRETARY OF STATE
5 DEC 23 PM 12:04
FILED

ARTICLES OF INCORPORATION
OF
BLC ACQUISITION CORPORATION

FILED
96 DEC 23 PM 12:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is BLC ACQUISITION CORPORATION

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is 4521
Parker Avenue, West Palm Beach, Florida 33405.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing as of the
date these Articles are filed with the Secretary of State's office.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business for which corporations may be organized
under the Florida General Corporation Law.

ARTICLE V - CAPITAL STOCK

The Corporation shall have the authority to issue One Thousand
(1,000) shares of common stock having a par value of One Dollar
(\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4521 Parker Avenue, West Palm Beach, Florida 33405, and the name of the initial registered agent of this corporation is Robert R. Horner, Jr.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Robert R. Horner, Jr.
4521 Parker Avenue
West Palm Beach, Florida 33405

ARTICLE VII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

Robert R. Horner, Jr.
4521 Parker Avenue
West Palm Beach, Florida 33405

ARTICLE VIII - OFFICERS

The following person shall be the sole officer of this corporation from its inception, and until his successor is duly elected and qualified:

Robert R. Horner, Jr. President/Secretary/Treasurer

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of December, 1996.

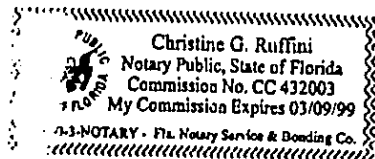

Robert R. Horner, Jr.

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 19th day of December, 1996, by Robert R. Horner, Jr., who is either personally known to me or who has produced his drivers license as identification.


Notary Public State of Florida

[NOTARIAL SEAL]



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

In pursuance of Chapter 48.091, Florida Statutes, BLC ACQUISITION CORPORATION desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of West Palm Beach, County of Palm Beach, State of Florida, has named Robert R. Horner, Jr., whose address is 4521 Parker Avenue, West Palm Beach, Florida 33405, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: December 19, 1996



Robert R. Horner, Jr.

44cw/BLC.Art

FILED
96 DEC 23 PM 12:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLAGLER CENTER TOWER

505 SOUTH FLAGLER DRIVE

SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS

DAVID E. BOWERS

W. GLENN DEMPSEY

RICHARD PALADINO

December 31, 1996

TELEPHONE (407) 655-8980

TELECOPIER (407) 655-9480

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*****87.50 *****87.50

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

FILED
97 JAN -6 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Re: BLC Acquisition Corporation

Dear Sir:

Enclosed you will find an original and a duplicate copy of the Amendment to the Articles of Incorporation of BLC Acquisition Corporation. In the Amendment, the BLC Acquisition Corporation changes its name to Boynton Landscape Company, Inc. As your records will indicate, the name Boynton Landscape Company is presently being used by an existing corporation. Enclosed with this letter are Articles of Dissolution for the existing corporation. After the Articles of Dissolution for the existing corporation have been recorded, the name "Boynton Landscape Company" will then be available for adoption by BLC Acquisition Corporation.

I would appreciate it if you file the original Amendment in your office as soon as possible. After the Amendment has been filed, the copy of the Amendment should then be certified and returned to my office at 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401.

You will also find enclosed a check in the amount of \$87.50, in payment of the filing fee and the cost of the certified copy. Finally, you will find enclosed a self-addressed, stamped envelope to be used in returning the certified copy of the Amendment to my office.

Name Change

LFT

1-17-96

Thank you for your assistance in this matter. If you should have any questions, please give me a call.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO

A handwritten signature in dark ink, appearing to be 'W. Glenn Dempsey', with a stylized flourish at the end.

W. Glenn Dempsey

WGD/caw
Enclosures
a/s

cc: Robert R. Horner, Jr.
James D. Sturrock, Jr.
Gerald J. Wygant, Jr.
Wm. Reeves King, Esq.

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS
FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330
WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO

January 15, 1997

TELEPHONE (561) 655-8980
TELECOPIER (561) 655-9480

PERSONAL & CONFIDENTIAL

Ms. Louise Jackson
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

In Re: Boynton Landscape Company

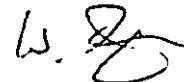
Dear Ms. Jackson:

Enclosed is the Affidavit that you had requested regarding the Articles of Dissolution that I recently filed with the Secretary of States office for Boynton Landscape Company. I would appreciate it if you would file the Articles of Amendment that I had filed with the Secretary of States Office for BLC Acquisition Corporation, which changes the name of BLC Acquisition Corporation to "Boynton Landscape Company, Inc."

Thank you for your assistance in this matter. If you should have any questions, please give me a call.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO



W. Glenn Dempsey

WGD/cr
Enclosures
cc: Robert R. Horner, Jr.

FILED
97 JAN -6 PM12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT REGARDING DISSOLUTION OF
BOYNTON LANDSCAPE COMPANY**

I, ROBERT R. HORNER, JR., as Vice President of BOYNTON LANDSCAPE COMPANY, a dissolved Florida corporation, hereby affirm to the Florida Secretary of States Office that the Articles of Dissolution of the Corporation will not be revoked, and that the Corporation wishes to make its name available for adoption by BLC ACQUISITION CORPORATION.

BOYNTON LANDSCAPE COMPANY, a
dissolved Florida corporation

By: *Robert R. Horner, Jr.*
ROBERT R. HORNER, JR., Vice
President

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

16th The foregoing instrument was acknowledged before me this day of January, 1997, by ROBERT R. HORNER, JR., the Vice President of BOYNTON LANDSCAPE COMPANY, a dissolved Florida corporation, who is either personally known to me or who has produced his driver's license as identification.



Christine G. Ruffini
Notary Public

AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
BLC ACQUISITION CORPORATION

FILED

97 JAN -6 PM 12:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the Articles of Incorporation of BLC ACQUISITION CORPORATION, a Florida corporation, are hereby amended as follows:

1. Article I of the Articles of Incorporation of BLC ACQUISITION CORPORATION is hereby deleted in its entirety, and in its place and stead is substituted the following:

"ARTICLE I - NAME

The name of this corporation is BOYNTON LANDSCAPE COMPANY, INC."

2. The foregoing amendment was adopted by the sole stockholder and the Board of Directors of BLC ACQUISITION CORPORATION by unanimous written consent on December 27, 1996.

IN WITNESS WHEREOF, ROBERT R. HORNER, JR., the President and Secretary of BLC ACQUISITION CORPORATION has executed this Amendment to the Articles of Incorporation this 27th day of December, 1996.




ROBERT R. HORNER, JR.,
President and Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27th day of December, 1996, by ROBERT R. HORNER, JR., the President and Secretary of BLC ACQUISITION CORPORATION, who is either personally known to me or who produced his driver's license as identification.



Notary Public, State of Florida

[NOTARIAL SEAL]

44cr/BLC.amd

