

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

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: First Tier Landscaping
Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

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

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AWK

WALK-IN Will Pick Up 1:22 1/10

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.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
FIRST TIER LANDSCAPING, INC.

FILED
97 JAN 22 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber, being of natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation shall be

FIRST TIER LANDSCAPING, INC.

ARTICLE II - PURPOSE

The purpose for which this Corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida, including the transaction of any or all lawful business for which corporations may be incorporated.

ARTICLE III - EXISTENCE

The corporation is to have perpetual existence.

ARTICLE IV - STOCK

The total number of shares of stock which the corporation shall have authority to issue is 1000 shares of common stock, with a par value of \$.10 per share.

ARTICLE V - ACQUISITION OF STOCK

The shareholders of the corporation shall have the preemptive

right to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of the Corporation.

ARTICLE VI - PRINCIPAL OFFICE

The initial address of the principal office of the corporation is as follows:

11084 Lakeview Drive
Coral Springs, Florida 33071

ARTICLE VII - REGISTERED AGENT

The name and address of the initial Registered Agent of the corporation is:

Val L. Osinski, Esq.
9836 West Sample Road
Coral Springs, Florida 33065

ARTICLE VIII - NUMBER OF DIRECTORS

The initial number of Directors of the Corporation shall be one (1) . The number of Directors may be increased or decreased by the Bylaws adopted by the Shareholders at any time.

ARTICLE IX - NAME OF DIRECTORS

The name and address of the member of the first Board of Directors is:

Debra Demsky
11084 Lakeview Drive
Coral Springs, Florida 33071

ARTICLE X - INCORPORATORS

The name and address of the incorporator is:

Debra Demsky
11084 Lakeview Drive
Coral Springs, Florida 33071

Debra Demsky
Debra Demsky

STATE OF)
COUNTY OF) SS

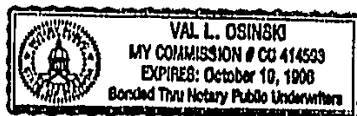
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DEBRA DEMSKY, who produced a driver's license as identification, or is personally known to me and who executed the foregoing and acknowledged that same was executed freely and voluntarily for the purpose therein expressed.

WITNESS my hand and seal at the County and State aforesaid this 21 day of January, 1997.

Val L. Osinski
NOTARY PUBLIC

VAL L. OSINSKI
Notary (Print)

My Commission Expires:



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

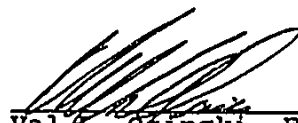
FILED
97 JAN 22 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that FIRST TIER LANDSCAPING, INC., 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 Longwood, Florida, has named VAL L. OSINSKI, located at 9836 West Sample Road, Coral Springs, Florida 33065, as its agent to accept service of process within this State.

ACCEPTANCE BY REGISTERED 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.


Val L. Osinski, Esq.