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[4]BOARD CERTIFIED CIVIL TRIAL LAWYER
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January 16, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

VIA FEDERAL EXPRESS

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-01/22/97--01045--002
****122.50 ****122.50

RE: Articles of Incorporation for
TERRACON SERVICES, INC.

Dear Sir/Madam:

Enclosed please find two (2) original Articles of Incorporation for the above-referenced corporation. We would appreciate your filing one (1) original with your office and certifying the remaining original and return it to us.

In support of our request, enclosed is a check in the amount of $122.50 which represents the following charges:

Filing Fee	$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	$122.50

Thank you for your assistance in this matter. Please do not hesitate to contact me should you have any questions.

Very truly yours,

Carlos J. Berrocal

CJB/cl

cc: Joseph C. Baglia
Enclosures

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SN JAN 27 1997

EFFECTIVE DATE
Jan 15, 97

FILED
97 JAN 21 AM 8:54
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TERRACON SERVICES, INC.

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Terracon Services, Inc.

ARTICLE II - DURATION AND EFFECTIVE DATE

The duration of this corporation is perpetual. The effective date of these Articles is January 15, 1997.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in landscape maintenance and installation and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Common Stock at $1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class of series of other securities, whether now or hereafter authorized. These rights or options shall be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which the rights or options may be exercised, may be limited or unlimited in duration, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 113 West Beverly Road, Jupiter, Florida 33469, and the name of its initial registered agent at that address is **Morgan Terhune Fisher.** The principal place of business shall also be at that same address.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is **four (4).** The names and addresses of persons who are to serve as directors until the first annual meeting of shareholders, or until his/her or their successors are elected and qualified, are:

Name	Address
Morgan Terhune Fisher	**113 West Beverly Road Jupiter, FL 33469**
Joseph Charles Baglia, Jr.	**512 East Whitney Drive Jupiter, FL 33458**
Catherine Audrey Baglia	**512 East Whitney Drive Jupiter, FL 33458**
Constance Elizabeth Roy-Fisher	**113 West Beverly Road Jupiter, FL 33469**

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

Name	Address
Constance Elizabeth Roy-Fisher	**113 West Beverly Road Jupiter, FL 33469**

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

DATED THIS 15 day of January, 1997.

Constance Elizabeth Roy-Fisher
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of January, 1997, by **Constance Elizabeth Roy-Fisher**, who is personally known to me ~~or has produced~~ ____________________ ~~as identification~~ and [~~did~~/did not] take an oath.

Notary Public
My Commission Expires:

CARLOS J. BERROCAL
MY COMMISSION # CC 534239
EXPIRES: March 4, 2000
Bonded Thru Notary Public Underwriters

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

In compliance with the Florida Statutes, the following is submitted:

TERRACON SERVICES, INC.

a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

Agent	Address
Morgan Terhune Fisher	**113 West Beverly Road Jupiter, FL 33469**

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

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

DATE: January 15, 1997.

Morgan Terhune Fisher
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of January, 1997 by **Morgan Terhune Fisher**, who is personally known to me ~~or has produced~~ ________ ~~as identification~~ and [~~did~~/did not] take an oath.

CARLOS BERROCAL
CC 634230
2000
Bonded Thru ... Underwriters

Notary Public
My Commission Expires:

97 JAN 21 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

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