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JOHN M. CAMPBELL

Attorney At Law

February 17, 1996

FILED
97 FEB 18 AM 9 34
TALLAHASSEE, FLORIDA

Division of Corporations
Florida Department of State
The Capitol
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399

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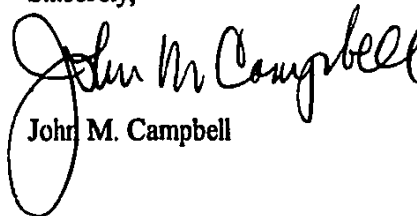
Re: Articles of Incorporation - PALM SPRINGS LANDSCAPING, INC.

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Incorporation for PALM SPRINGS LANDSCAPING, INC. Please file the original, date stamp the copy and return the copy to me together with the Certificate of Incorporation. A check in the amount of \$122.50 for the filing fee also is enclosed.

If you have any questions or need further information, please do not hesitate to contact me.

Sincerely,


John M. Campbell

JMC/cjf
Enclosures

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**ARTICLES OF INCORPORATION
OF
PALM SPRINGS LANDSCAPING, INC.**

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TALLAHASSEE
SECRETARY OF STATE

The undersigned, acting as incorporator of PALM SPRINGS LANDSCAPING, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

PALM SPRINGS LANDSCAPING, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

897 Fairview Avenue
Altamonte Springs, Florida 32701

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 One Hundred (100) shares of Common Stock with a par value of \$.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 value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are:

Frederick J. Baita, Jr.
897 Fairview Avenue
Altamonte Springs, Florida 32701

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall have the number of directors as determined and elected in accordance with the bylaws. 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.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Frederick J. Baita, Jr.	897 Fairview Avenue Altamonte Springs, Florida 32701

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

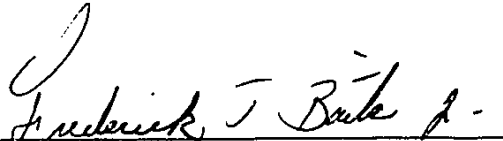
ARTICLE IX. BYLAWS

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 17th day of February, 1997.


Frederick J. Baita, Jr., Incorporator

REGISTERED AGENT CERTIFICATION

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

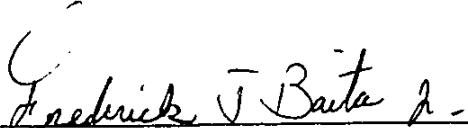
Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That PALM SPRINGS LANDSCAPING, INC., has designated its principal office, as indicated in the foregoing Articles of Incorporation, at 897 Fairview Avenue, Altamonte Springs,

Florida 32701, and has named Frederick J. Baita, Jr., 897 Fairview Avenue, Altamonte Springs, Florida 32701, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for PALM SPRINGS LANDSCAPING, INC., at the place designated in this certificate, I, Frederick J. Baita, Jr., hereby agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.


Frederick J. Baita, Jr.
Registered Agent

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