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LAW OFFICES  
Marc I. Feig

8000 PETERS ROAD  
PLANTATION, FLORIDA 33324  
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MARC I. FEIG  
MEMBER OF FLORIDA  
AND NEW YORK BAR

ALAN POLLACK  
OF COUNSEL  
MEMBER FLORIDA  
AND ILLINOIS BAR

March 21, 1997

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

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-03/24/97--01122--004  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation of J.K. Landscape Creations,  
Inc., a Florida Corporation  
Our File No.: MIF-6-97

Dear Ladies and Gentlemen:

Enclosed herewith please find the following documentation:

1. Original and one (1) copy of Articles of Incorporation of  
J.K. Landscape Creations, Inc., a Florida Corporation;

2. Marc I. Feig Trust Account check number 1351 in the sum of  
One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50), said sum  
represents fee for filing, certified copy and registered agent  
designation;

3. Federal Express envelope for return of certified copy to  
the undersigned, our account number being 1573-7903-8, to be  
utilized for shipment.

If the enclosed documents are in order, kindly cause the same to be  
filed with the Secretary of state. Thereafter, please return the  
certified copy to the undersigned via federal express in the  
envelope provided for your convenience.

Thanking you in advance for your prompt attention and cooperation  
in this matter, and should you have any questions regarding this  
matter, please feel free to contact me in my office.

Very truly yours,

BY:

MARC I. FEIG

MIF/dn  
encls.

cc: James Korton

FILED  
97 MAR 24 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER MAR 27 1997

**ARTICLES OF INCORPORATION  
OF  
J.K. LANDSCAPE CREATIONS, INC.**

**FILED**  
97 MAR 24 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned Incorporators of this Corporation, pursuant to Chapter 607, Florida Statutes, as amended, adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the Corporation is:

**J.K. LANDSCAPE CREATIONS, INC.**  
9850 Sandalfoot Boulevard  
Suite 445  
Boca Raton, Florida 33428

**ARTICLE II**

The general nature of the business to be conducted by this Corporation shall be to engage in operating a landscaping business, to acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any land owned, held or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any land so owned, held or occupied, and to encumber or dispose of any land or interest in land, and any buildings or other structures, and any stores, shops, suite, rooms or part of any buildings or other structures, at any time owned or held by the Corporation.

To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held or occupied by the Corporation, and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time, owned or held by the

things herein mentioned as fully as to the same extent as a natural person might or could do, to-wit:

(a) To engage in all aspects of business allowed by law concerning real and personal property;

(b) To purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of and to invest, trade, deal in, and deal with goods, wares, merchandise, or other personal property of every class and description whatsoever;

(c) To buy, sell, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said businesses;

(d) To operate and maintain stores, warehouses, buildings, or any other real property for the carrying out of any of the foregoing businesses;

(e) To lease, hire or otherwise acquire, to own, to hold, maintain, improve, alter and to sell, convey, mortgage or otherwise dispose of real and personal property and any interest therein;

(f) To guarantee, to acquire by purchase, subscription or otherwise hold for investment, to otherwise sell, assign transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or any evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes, to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same is permitted in the case of a Corporation organized under the General Corporation Laws of the State of Florida, any Corporation whose stocks, bonds, securities

obligations; and to do all and any such acts or things designed to accomplish any such purposes;

(g) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, promote and to aid in any way in the formation of any Corporation, domestic or foreign;

(h) To act as financial, business and purchasing agent for domestic and foreign Corporations, individuals, partnerships, associations, state governments, or other bodies;

(i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage, or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses, and privileges, inventions, improvements, and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with the business of the Corporation or any other Corporation in which the Corporation may have an interest as a stockholder or otherwise;

(j) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures or other obligations, and evidences of indebtedness payable at a specific time or payable upon the happening of a specific event, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed in payment for property purchased or acquired, or for any other lawful objects;

(k) To acquire by purchases, subscription, or otherwise, and to hold for investment, and to own, sell, hold, vote and handle shares of stock in other Corporations;

(l) To have one or more officers conduct its business and

(m) To do all and everything necessary and proper for the accomplishment of any of the purposes or attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee, or otherwise, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles.

#### ARTICLE III

This Corporation shall have perpetual existence, unless dissolved pursuant to law.

#### ARTICLE IV

This Corporation is authorized to issue Five Hundred (500) Shares at One Dollar (\$1.00) Par Value Common Stock, which shall be designated "Common Shares". The Board of Directors may authorize the issuance of such stock to such persons upon such term and for such consideration as they may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of this Corporation. All of such stock, when issued, shall be fully paid for, and exempt from assessment. No stockholder of this Corporation shall, because of his or her ownership of stock, have any preemptive or other right to purchase, subscribe for, or take any part (prorata or otherwise) of any securities, (equity, debt, or otherwise), or options, rights, or warrants, to purchase any such securities, issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

#### ARTICLES V

**JAMES KORTON**, President/Vice President/Secretary/Treasurer, 9850 Sandalfoot Boulevard, Suite 445, Boca Raton, Florida 33428.

#### **ARTICLE VII**

The street address of the initial place of business of this Corporation shall be 9850 Sandalfoot Boulevard, Suite 445, Boca Raton, Florida 33428.

#### **ARTICLE VIII**

The name and address of the initial registered agent of this Corporation is:

**MARC I. FEIG**  
**ATTORNEY AT LAW**  
8000 Peters Road  
Plantation, Florida 33324

#### **ARTICLE IX**

The name and street address of the original subscribers to these Articles of Incorporation are:

**JAMES KORTON**  
9850 Sandalfoot Boulevard  
Suite 445  
Boca Raton, Florida 33428

#### **ARTICLE X**

In the absence of fraud, no contract, or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested in such contract or other transaction, or in any way connected with any person, firm, association, partnership, or corporation pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum, at any meeting of the Board of Directors of this Corporation, for the purpose of authorizing any such contract, or transaction with like force and effect, as if he were not so interested, or were not a director, member or officer of any such other Corporation, firm, association or partnership.

**ARTICLE XII**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors, and the Shareholders.

**ARTICLE XIII**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ARTICLES XIV**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XV**

The initial Board of Directors shall consist of one (1) member. The number of Directors may be increased or decreased from time to time by a vote of Shareholders.

**ARTICLE XIV**

The existence of this Corporation shall commence on the date of the subscription and acknowledgment of the Articles of Incorporation, March 21, 1997.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 21st day of March, 1997.



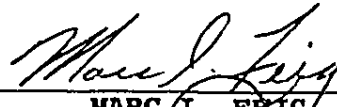
JAMES KORTON, SUBSCRIBER

STATE OF FLORIDA )  
                          ) SS.  
COUNTY OF BROWARD )

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES KORTON, who is personally known to me or who has produced a Florida Driver's License, as identification and who did take an oath, and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21st day of

HAVING BEEN NAMED to accept service of process for the state Corporation, at the place designated in these Articles of Incorporation, 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.



MARC I. EIG  
REGISTERED AGENT

FILED  
97 MAR 24 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA