



**THE UNITED STATES
CORPORATION**
C O M P A N Y

ACCOUNT NO. : 072100000032

REFERENCE : 338851 84557A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 22, 1997

ORDER TIME : 9:21 AM

ORDER NO. : 338851-005

CUSTOMER NO: 84557A

CUSTOMER: Ms. Margo Connell
A. JOHN HUGHES, JR., ESQ

2121 McGregor Boulevard

Ft. Myers, FL 33901

DOMESTIC FILING

NAME: CLASSIC TREE SERVICE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

971.622 MAR:15
WILLIAMSON, CHAS

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APR 22 1997.

ARTICLES OF INCORPORATION

OF

CLASSIC TREE SERVICE, INC.

ARTICLE I

(Name)

The name of this corporation is Classic Tree Service, Inc.. The address of the corporation is 1110 SW 16 Terrace, Cape Coral, Florida 33991.

ARTICLE II

(Duration)

The corporation shall exist perpetually, unless sooner terminated according to law. Its existence shall commence upon the signing of these Articles.

ARTICLE III

(Purpose)

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the law of the State of Florida.

ARTICLE IV

(Capital Stock)

This corporation is authorized to issue 100 shares of common stock with a par value of \$10.00 per share.

ARTICLE V

(Initial Registered Office and Agent)

The street address of the initial registered office of this corporation is 1110 SW 16 Terrace, Cape Coral, FL 33991 and the name of the initial registered agent of this corporation at that address

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TALLAHASSEE
FLORIDA

is Steve W. Rietbergen.

ARTICLE VI

(Initial Board of Directors)

The corporation shall have one (1) Director(s) 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 (1).

The name and address of the initial Director(s) of this corporation is:

Steve W. Rietbergen
1110 SW 16 Terrace
Cape Coral, FL 33991

ARTICLE VII

(Voting Rights)

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VIII

(Amendment)

This corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or an amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of April, 1997.


Steve W. Rietbergen

STATE OF FLORIDA

COUNTY OF LEE

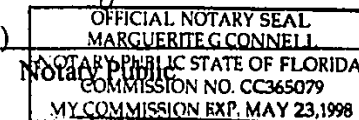
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Steve W. Rietbergen, who is personally known to me or who has produced a driver's license as identification and who did take an oath, and he/she acknowledged before me that he/she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Fort Myers, County of Lee, and State of Florida, this 21st day of April, 1997.

(Sign)

Marguerite G. Connell

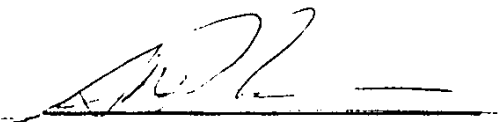
(Print)



My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated 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.


Steve W. Rietbergen
Registered Agent

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FLORIDA