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LAW OFFICE OF
RICHARD G. HATHAWAY, P.A. FILED

BUILDING 100 - SUITE 250
10151 DEERWOOD PARK BOULEVARD
JACKSONVILLE, FLORIDA 32256
POST OFFICE BOX 551165, 32255-1165

97 APR 25 AM 11:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE (904) 996-1122
TELECOPIER (904) 996-1130

April 11, 1997

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*****70.00 *****70.00

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

Re: Natures Image, Inc.

LANDSCAPING, INC.

Gentlemen:

Enclosed is the original Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Fees	\$ 35.00
Registered Agent	
Designation	<u>\$ 35.00</u>
	\$ 70.00

Please file the Articles and confirm the filing as quickly as possible.

With kindest regards,

Elizabeth Bogdan
Elizabeth Bogdan
Legal Assistant

Enclosure(s)

/eb

PH 4/25/97
PH 4/15/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1997

RICHARD G. HATHAWAY, P.A.
10151 DEERWOOD PARK BLVD, SUITE 250
JACKSONVILLE, FL 32256

SUBJECT: NATURES IMAGE, INC.
Ref. Number: W97000008693

We have received your document for NATURES IMAGE, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 097A00018934

**ARTICLES OF INCORPORATION
OF
NATURES IMAGE LANDSCAPING, INC.**

FILED
97 APR 25 AM 11:29
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I
Name**

The name of this corporation shall be Natures Image Landscaping, Inc.

**Article II
Principal Office and Mailing Address**

The principal place of business and mailing address of this corporation shall be 11459 Beach Blvd, Jacksonville, FL 32246.

**Article III
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

**Article IV
Initial Registered Agent and Address**

The street address of the initial registered office of this corporation is 10151 Deerwood Park Blvd, Bldg 100, Ste. 250, Jacksonville, FL 32256 and the initial registered agent at that office is Richard G. Hathaway.

**Article V
Incorporator**

The name and street address of the incorporator of this corporation are:

Richard G. Hathaway
10151 Deerwood Park Blvd
Bldg 100, Ste. 250
Jacksonville, FL 32256

Article VI

Duration

This corporation shall exist perpetually.

Article VII

Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII

Directors

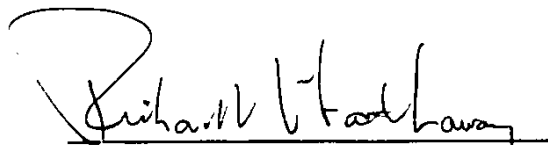
(a) This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

(b) The name and street address of the initial director of the corporation are:

L. Scott Guthrie
11459 Beach Blvd
Jacksonville, FL 32246

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

24 IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the day of April, 1997.

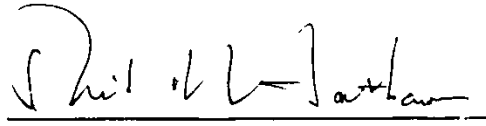

RICHARD G. HATHAWAY

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

NATURES IMAGE LANDSCAPING, INC. desiring to organize or qualify under the laws of the State of Florida hereby designates Richard G. Hathaway as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 10151 Deerwood Park Blvd, Bldg 100, Ste. 250, Jacksonville, FL 32256.

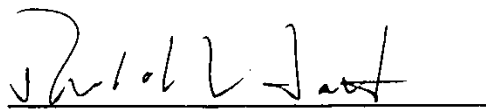
DATED this 24 day of April, 1997.



RICHARD G. HATHAWAY

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 24 day of April, 1997.



RICHARD G. HATHAWAY

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