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May 14, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Greenscene Landscape Services, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.

Very truly yours,


WESLEY H. OWENS

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION OF
GREENSCENE LANDSCAPE SERVICES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE: CORPORATE NAME. The name of the corporation is Greenscene Landscape Services, Inc.

ARTICLE TWO: PRINCIPAL OFFICE. The street and mailing address of the initial principal office of the corporation is 4260 Roma Blvd., Jacksonville, Florida 32210.

ARTICLE THREE: CORPORATE DURATION. The duration of the corporation is perpetual.

ARTICLE FOUR: PURPOSE OR PURPOSES. The general purposes for which the corporation is organized are:

1. To engage in the business of residential and commercial landscaping and landscape maintenance.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE: CAPITALIZATION. The aggregate number of shares which the corporation is authorized to issue is one thousand. Such shares shall be of a single class, and shall be without par value. No preferences, qualifications, limitations, restrictions, or special rights, other than those provided by law, shall exist with respect to any of the shares of the corporation or any of the holders of such shares.

ARTICLE SIX: REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the corporation is 351 Crossings Blvd., Suite 1022, Orange Park, Florida 32073, and the name of its initial registered agent at such address is Wesley H. Owens.

ARTICLE SEVEN: DIRECTORS. The number of directors constituting the corporation's initial board of directors is one. The name and address of each person who is to serve as a member of the initial board of directors is: Charles C. Vensel, Jr., 4260 Roma Blvd., Jacksonville, Florida 32210.

ARTICLE EIGHT: INCORPORATORS. The name and address of each incorporator is: Charles C. Vensel, Jr., 4260 Roma Blvd., Jacksonville, Florida 32210.

EXECUTED BY the undersigned at Orange Park, Florida on May 14, 1997.

GREENSCENE LANDSCAPE SERVICES, INC.

By Charles C. Vensel, Jr.
Charles C. Vensel, Jr.
As Director, President, and Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

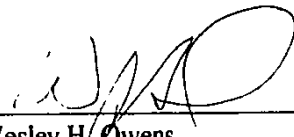
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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the corporation is Greenscene Landscape Services, Inc.
2. The name and address of the registered agent and office is Wesley H. Owens, 351 Crossings Blvd., Suite 1022, Orange Park, Florida 32073.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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.

Acceptance dated May 14, 1997.



Wesley H. Owens
351 Crossings Blvd., Ste. 1022
Orange Park, FL 32073
904/269-9439

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314