

Rollnick & Linden, P.A.

Attorneys At Law

97 JUN 19 AM 10:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

133 Sevilla

Coral Gables FL 33134

Tel. 305 444 7800

Fax 305 444 3683

June 11, 1997

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

RE: Florida Save a Tree Corporation, Formation of

TO WHOM IT MAY CONCERN:

Enclosed is an original and one (1) copy of the articles of incorporation and our check for One Hundred Twenty Two and 50/100ths (\$122.50) to pay for the following:

1. Filing of the Articles of Incorporation (\$35.00);
2. Filing of the Designation and Acceptance by Registered Agent (\$35.00); and
3. Certified copy of Articles of Incorporation (\$52.50)

FROM: Mr. Neil S. Rollnick
Rollnick & Linden, P.A.
133 Sevilla
Coral Gables, Florida 33134
(305) 444-7800

9000102216989--1
-06/19/97--01034--021
*****122.50 *****122.50

Very truly yours,

ROLLNICK & LINDEN, P.A.


ANDREW TODD HUBER
/ath

Enclosures

OK
6/20/97

**ARTICLES OF INCORPORATION
OF
FLORIDA SAVE-A-TREE CORPORATION**

FILED
97 JUN 19 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of this Corporation (the "Corporation") shall be Florida Save-A-Tree Corporation.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 17973 Southwest 248th Street, Homestead, Florida 33031.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding is one thousand (1,000) shares having a par value of one (\$1.00) dollar per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Neil S. Rollnick, Esquire, c/o Rollnick & Linden, P.A., 133 Sevilla, Coral Gables, Florida 33134.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Neil S. Rollnick, c/o Rollnick & Linden, P.A., 133 Sevilla, Coral Gables, Florida 33134.

ARTICLE VI: GENERAL PROVISIONS

(a) The Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned has executed these Articles of Incorporation this 11th day of June, 1997.



Neil S. Rollnick, Incorporator

FILED

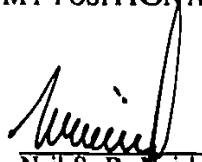
97 JUN 19 AM 10:10

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE** STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the corporation mentioned below, 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 FLORIDA SAVE-A-TREE CORPORATION.
2. The name and address of the registered agent and office is Neil S. Rollnick, Esquire, c/o Rollnick & Linden, P.A., 133 Sevilla, Coral Gables, Florida 33134..

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.



Neil S. Rollnick

Dated: June 11, 1997