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Premier Management Company

Accounting, Bookkeeping, Consulting & Income Tax Servicing

1861 West Oakland Park Blvd.

Fort Lauderdale, FL 33311

Tel: (954) 730-0732 Fax: (954) 730-9637

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 5, 1997

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

Dear Sir / Madam:

Enclosed is the filing fee for V & V Lawn Maintenance, Inc. and its registered agent.

Premier Management Company is a limited liability company with its fictitious name registered in the State of Florida. Its registered number is G92366004918.

If anymore information is needed concerning the registration of the said company, please feel free to contact us at (954) 767-0116.

Sincerely yours,

Premier Management Company



Jean-Marie Olivier,
President

Enclosures: Articles of Incorporation for
V & V Lawn Maintenance, Inc.

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ARTICLES OF INCORPORATION
OF

V & V Lawn Maintenance, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME & PRINCIPAL OFFICE

The name of the corporation is ***V & V Lawn Maintenance, Inc.*** and its principal office is located at 1142 N.W. 15th Court, Fort Lauderdale, Fl 33311.

ARTICLE II - DURATION

This corporation shall commence its existence upon receipt of these articles by the Secretary of State and its duration shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawfull business .

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of Common Stock, each share to have a Par Value of one (\$1.00) dollar. The shares may be issued upon such terms as the Board of Directors may from time to time authorize.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent in charge thereof is ***Premier Management Company*** and its office in the State of Florida is located at 1317 N.E. 4th Avenue, Fort Lauderdale, Fl 33304.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his/her successor shall have been duly elected and qualified, or until his/her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time according to the By-laws. The name and mailing address of the incorporator is as follows:

Vermilien Vermelus
SS#: 267-93-1249

1142 N.W. 15th Court
Ft Lauderdale, FL 33311

1.

Name

Address

ARTICLE VII - INCORPORATOR

The name and address of the persons signing these articles is:

Vermilien Vermelus, President & Vermilien Vermelus, Vice-President

ARTICLE VIII - AMENDMENT

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

The undersigned have executed these Articles of Incorporation this 5 day of September, 1997.

Vermilien Vermelus, President & V-P

Vermilien Vermelus
Signature / Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

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In compliance with section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office / registered agent, in the state of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation **V & V Lawn Maintenance, Inc.** desiring to organize or qualify under the laws of the state of Florida, has named **Premier Management Company** located at 1317 N.E. 4th Avenue, Fort Lauderdale, FI 33304, as its agent to accept service of process within Florida.

Signature Vernon Lee Panchus
Corporate Officer

Title President

Date September 5, 1997

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

Signature John P. O'Connor, President
Premier Mgmt Co.
Date September 5, 1997