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**SMITH
SAUER
& DEMARIA**

ATTORNEYS AT LAW

*G. Thomas Smith
Board Certified
Real Estate Attorney*

FILED
97 DEC 15 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-98

December 12, 1997

Secretary of State
Corporate Records Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-12/15/97-01047-018
*****70.00 *****70.00

RE: Live Oak Landscape, Inc.

Gentlemen:

Enclosed is the signed original, and a copy of the Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a dated stamped copy to us as evidence of filing.

Your time and attention to this matter are greatly appreciated and if you have any questions, please do not hesitate to contact us at (850) 434-2761.

Sincerely,

Gloria Heckman

Gloria Heckman
Legal Assistant to
G. Thomas Smith

gh:mir

Enclosures

F. CHESSEY DEC 15 1997

ARTICLES OF INCORPORATION

OF

LIVE OAK LANDSCAPE, INC.

EFFECTIVE DATE
1-1-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I-NAME

The name of this corporation is Live Oak Landscape, Inc.

ARTICLE II-DURATION

This corporation shall have a perpetual existence, commencing on the 1st day of January, 1998.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

(1) To perform landscaping services including the business of trimming lawns, designing landscaping plans, selling plants and other landscaping materials and supplies and disposing of living and dead landscaping plants and materials.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this

corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of \$1.00 par value common stock.

ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 9570 North Pinecone Road, Pensacola. The name of the initial registered agent for the corporation at that address is Richard Benton Knowles. The principal office of the corporation shall be 9570 North Pinecone Road, Pensacola, Florida 32504.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is three (3). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

NAME

STREET ADDRESS

Richard Benton Knowles
Lindsey Brooking Knowles
Derek Lee Williams

4357 Montessori Drive, Pensacola, FL 32504
4357 Montessori Drive, Pensacola, FL 32504
3251 New Hope Road, Pensacola, FL 32504

ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators signing these Articles of Incorporation are:

NAME

STREET ADDRESS

Richard Benton Knowles

4357 Montessori Drive, Pensacola, FL 32504

ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 12th day of December, 1997.

Richard Benton Knowles
Richard Benton Knowles

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Richard Benton Knowles, who _____ is personally known to me or who produced a FL driver's license as identification and who executed the foregoing Articles of Incorporation, and he acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this 12th day of December, 1997.



TIFFANY A. CRUMBLEY
COMMISSION # CC 681941
EXPIRES SEP 21, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Tiffany A. Crumbley
Printed Name: Tiffany A. Crumbley
Notary Public Stamp:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of Live Oak Landscape, Inc., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes.

Richard Benton Knowles
Richard Benton Knowles