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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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FAX #: (305)541-3770

NAME: DAVID MARSHALL TREE AND LANDSCAPE MAINTENANCE

AUDIT NUMBER.....H98000006406

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION OF
DAVID MARSHALL TREE AND LANDSCAPE MAINTENANCE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is DAVID MARSHALL LANDSCAPING AND TREE SERVICE, INC.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual .

ARTICLE THREE
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, and shall be without par value.

Prepared by:
Robert Flavell, Esq.
200 South Biscayne Boulevard, Suite 4600
Miami, Florida 33131-2310
Tel: (305) 377-2500
Florida Bar No. 909203

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**ARTICLE FIVE
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 200 South Biscayne Boulevard, Suite 4600, Miami, Florida 33131-2310, and the name of its initial registered agent at such address, is Robert Flavell, Esq.,

**ARTICLE SIX
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
David Marshall	7236 SW 54 th Court Miami, Florida 33143

**ARTICLE SEVEN
INCORPORATORS**

The name and address of each incorporator is:

Name	Address
David Marshall	7236 SW 54 th Court Miami, Florida 33143

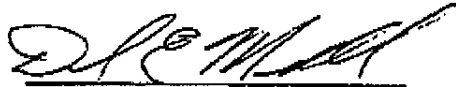
**ARTICLE EIGHT
PRINCIPAL PLACE OF BUSINESS**

The company's principal place of business shall be 7236 SW 54th Court, Miami, Florida 33143.

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Executed by the undersigned at Miami, Florida on March 17, 1998.



David E. Marshall

STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 17th day of March, 1998 by David E. Marshall, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



Notary Public

Printed Name:

My commission expires:



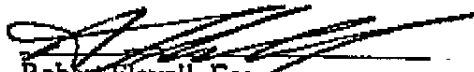
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated therein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated March 17, 1998.


Robert Flavell, Esq.

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