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JUDY A. ROMANO

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FAX (941) 274-0304

EFFECTIVE DATE
4-13-98

April 17, 1998

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-04/20/98--01053--014
*****70.00 *****70.00

Re: Cypress Landscape Supply, Inc.

Dear Sir or Madam:

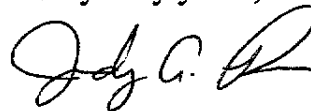
Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Please file the original and confirm such filing in writing at your earliest convenience.

A check in the amount of \$70.00 is enclosed for the filing fee.

Please contact me if you have questions or require additional information.

Thank you for your assistance.

Very truly yours,



Judy A. Romano

Enclosures

cc: Mr. James G. Stephens

FILED
98 APR 20 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CYPRESS LANDSCAPE SUPPLY, INC.

EFFECTIVE DATE
4-13-98

FILED
98 APR 20 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, do hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is Cypress Landscape Supply, Inc., and the address of the principal office and mailing address of the Corporation is 1380 31st Street, S.W., Naples, Florida 34117.

ARTICLE II

Corporate Purpose

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 1,000, all of which are to be voting common stock having a par value of \$1.00 per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 1380 31st Street, S.W., Naples, Florida 34117. The name of the initial registered agent of the Corporation at the registered office shall be James G. Stephens.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of two people. The Directors shall be elected annually in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one. The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

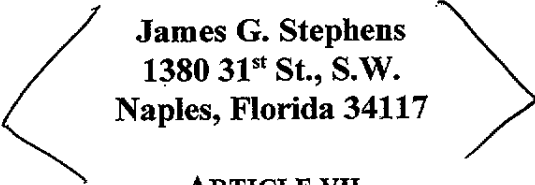
**Alan D. Cook
1838 Mission Dr.
Naples, FL 34109**

**James G. Stephens
1380 31st St., S.W.
Naples, FL 34117**

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:



**James G. Stephens
1380 31st St., S.W.
Naples, Florida 34117**

ARTICLE VII

Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 13 day of April, 1998.

James G. Stephens
James G. Stephens, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 13 day of April, 1998, by James G. Stephens, who is personally known to me or who has produced DL Lic #S31544758245 as identification.



Raiza Serrano
My Commission CC612858
Expires January 12, 2001

Raiza Serrano
Notary Public

RAIZA SERRANO
Printed Name

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

Cypress Landscape Supply, Inc., in compliance with Section 48.091, Florida Statutes, submit the following:

Cypress Landscape Supply, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Naples, Collier County, Florida, has named James G. Stephens, as its registered agent to accept service of process within Florida.

**Cypress Landscape Supply, Inc.,
a Florida corporation,**

By: James G. Stephens
James G. Stephens, Incorporator

Date: 4-13-98

ACCEPTANCE OF REGISTERED AGENT

FOR

CYPRESS LANDSCAPE SUPPLY, INC.

I, James G. Stephens, having been named to accept service of process for Cypress Landscape Supply, Inc., at the place designated in the Articles of Incorporation, hereby accept the obligations of a registered agent under the Florida Business Corporation Act.

James G. Stephens
James G. Stephens

4-13-98
Date

FILED
98 APR 20 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA