

21 April 1998

Dana Calloway Florida Department of State 409 East Gaines Street Tallahassee, Florida 32399

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RE: Ameriscape Enterprises, Inc.

Enclosed are the following:

- My personal check in the amount of \$78.75 made payable to Florida Secretary of State for filing fee and certificate fee,
- 2. Original and one copy of the Articles of Incorporation and
- 3. Prepaid Federal Express envelope.

Please note that Article VI provides that the effective date of incorporation shall be 22 April 1998.

Please forward the Certificate and Articles of Incorporation to Richard D. Hodgkinson on 22 April 1998 at his address in Florida in the enclosed addressed prepaid Federal Express envelope.

Thank you very much for your cooperation and attention to this matter.

Sincerely,

David B. Hodgkinson

DBH:bs



ARTICLES OF INCORPORATION

OF

AMERISCAPE ENTERPRISES, INC.



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 the corporation shall be:

AMERISCAPE ENTERPRISES, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2306 SOUTHWEST 13TH STREET, SUITE 1101

GAINESVILLE, FLORIDA 32608

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

RICHARD D. HODGKINSON

2306 SOUTHWEST 13TH STREET, SUITE 1101

GAINESVILLE, FLORIDA 32608

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

DAVID B. HODGKINSON

133 SPRING STREET

NEWPORT, RHODE ISLAND 02840

ARTICLE VI

EFFECTIVE DATE AND DURATION

This Corporation shall begin existence on 22 April 1998 and this Corporation shall have perpetual existence.

The undersigned incorporator has executed these Articles of Incorporation this 21st day of April 1998.

DAVID B. HODGKINSON

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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 AMERISCAPE ENTERPRISES, INC.
- The name and address of the registered agent and office is:

RICHARD D. HODGKINSON 2306 SOUTHWEST 13TH STREET, SUITE 1101 GAINESVILLE, FLORIDA 32608

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.

Executed this 21st day of April 1998.

RICHARD D. HODGKINŚON

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SECRETARSSEE FLORIDA