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Keith A. Zelesky
Zelescope Horticultural Services
P.O. Box 1475
Windermere, Florida 34786-1475
(407) 654-0805

April 21, 1998

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

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-04/28/98--01009--018
*****70.00 *****70.00

Re: Zelescope Horticultural Services, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced company and a check for the filing fee in the amount of \$70.00.

Sincerely,

Keith A. Zelesky *emz*

Keith A. Zelesky
Owner

KAZ/emz

Enclosures

FILED
98 APR 28 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ZELESCAPE HORTICULTURAL SERVICES, INC.

ARTICLE I. NAME

The name of this corporation shall be Zelescape Horticultural Services, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue One Hundred (100) shares of no par value common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

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ARTICLE VI. TRANSFER RESTRICTIONS

Except as between surviving spouses, no shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of thirty days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

Except as between surviving spouses, on the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately at time of the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:
"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be One (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Keith A. Zelesky
516 N. Dillard Street
Winter Garden, FL 34787

Eva M. Zelesky
516 N. Dillard Street
Winter Garden, FL 34787

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 516 N. Dillard Street, Winter Garden, FL 34787.

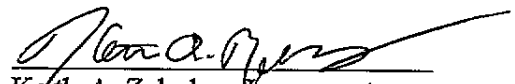
The name of the individual who shall serve as this corporation's initial registered agent at the Winter Garden address is: Keith A. Zelesky.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Keith A. Zelesky, 516 N. Dillard Street, Winter Garden, Florida 34787.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Keith A. Zelesky - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Zelescape Horticultural Services, Inc. I hereby state that I am familiar with and accept the duties

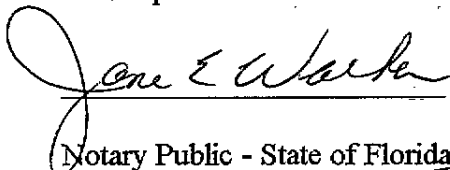
and responsibilities as registered agent for Zelescape Horticultural Services, Inc.


Keith A. Zelesky - Registered Agent

State Of Florida

County Of Orange

On the 23rd day of April, 1998, Keith A. Zelesky, Incorporator designated above as the individual who shall serve as this corporation's initial registered agent, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of Zelescape Horticultural Services, Inc.



Notary Public - State of Florida

Personally Known: ✓

Presented Identification:

Commission Expiration Date:



"OFFICIAL SEAL"
Jane E. Walker
My Commission Expires 7/23/99
Commission #CC 482861

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TALLAHASSEE, FLORIDA
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