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NASSAU LANDSCAPE & IRRIGATION, INC.
P.O. BOX 28172
Jacksonville, Florida 32226

FILED
98 OCT 19 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 7, 1998

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

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-10/19/98--01047--006
*****78.75 *****78.75

Gentlemen:

Enclosed are the Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent fee, and charter tax.

Also enclosed is a certification copy of the Articles of Incorporation. After certifying this copy, please return it to the address of the Incorporator.

Sincerely,

Deborah M. Royal
President

Enclosures

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98 OCT 19 AM 11:05
TALLAHASSEE, FLORIDA

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98 OCT 19 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NASSAU LANDSCAPE & IRRIGATION, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be Nassau Landscape & Irrigation, Inc.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV: ADDRESS

The street address of the initial registered office of the corporation shall be P.O.Box 28172, Jacksonville, Fl. 32226 and the name of the initial Registered Agent for the corporation at that address is Deborah M. Royal. Street address for registered agent is

619 Bird Road

Jacksonville, Fl. 32218

ARTICLE V: SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be

necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII: LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII: SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Deborah M. Royal
P.O.BOX 28172
Jacksonville, Fl. 32226

ARTICLE IX: INCORPORATOR

The name and address of the incorporator is:

Deborah M. Royal
P.O.BOX 28172
Jacksonville, Florida 32226

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal on this 7TH day of October, 1998.

Incorporator:

Deborah M. Royal

Deborah M. Royal

STATE OF Florida

COUNTY OF Duval

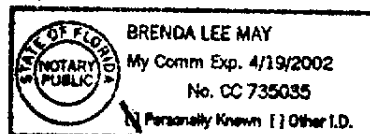
The foregoing instrument was executed and acknowledged before
me this 17th day of October, 1998.

(SEAL)

Brenda Lee May
Notary Public

State of Florida
My Commission expires:

April 19, 2002



DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

Nassau Landscape & Irrigation, Inc. a corporation organizing under the laws of the State of Florida, with its principal office located at P.O.BOX 28172, Jacksonville, Florida 32226, has named Deborah M. Royal whose address is P.O.BOX 28172, Jacksonville, Fl. 32226, as its Agent to accept service of process within this State. Street address for registered agent is 619 Bird Rd. Jacksonville, Fl. 32218.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in come conspicuous place in the office as required by law.

Registered Agent:

Deborah M. Royal

STATE OF Florida
COUNTY OF Duval

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BEFORE ME, the undersigned authority, this day personally appeared Deborah M. Royal, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that (s)he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 17th day of October, 1998.

Brenda Lee May

Notary Public Brenda Lee May of
State Fla.

(SEAL)
April 19, 2002

My Commission expires: April 19, 2002

