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October 27, 1998

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****122.50 *****78.75

Secretary of State
Division of Corporations
The Capitol
Room 2001
Tallahassee, FL 32301

Re: Green Boy Landscaping, Inc.

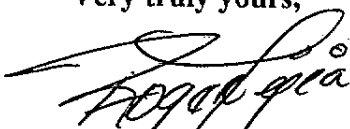
Dear Sir or Madam:

Enclosed please find two (2) original copies of Articles of Incorporation for Green Boy Landscaping, Inc. together with my check, in the amount of \$122.50.

Please file this corporation with the State of Florida and return a certified copy to my attention.

Thank you for your cooperation.

Very truly yours,


ROGER MEJIA
RM/aa

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 AM 9:51

Enc.

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WS

**ARTICLES OF INCORPORATION
OF
GREEN BOY LANDSCAPING, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of the corporation is: Green Boy Landscaping, Inc.

The address of the principal office of this corporation is 13690 S.W. 55 Lane, Miami, Florida 33175, and the mailing address for the corporation will be the same.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - COMMON SHARES

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value, which shall be designated common shares.

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 13690 S.W. 55 Lane, Miami, Florida 33175.

The name of the initial registered agent of this corporation at this address is:

**Roger Mejia
13690 S.W. 55 Lane
Miami, Florida 33175**

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

**Roger Mejia
13690 S.W. 55 Lane
Miami, Florida 33175**

ARTICLE VIII - INCORPORATION

The name and address of the person signing these articles is:

**Roger Mejia
13690 S.W. 55 Lane
Miami, Florida 33175**

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE X - SHAREHOLDER APPROVAL FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of October, 1998.



ROGER MEJIA

STATE OF FLORIDA)

)ss:

COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared ROGER MEJIA, known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of October, 1998.



Annette Maribel Altamirano
My Commission CC636951
Expires April 06, 2001

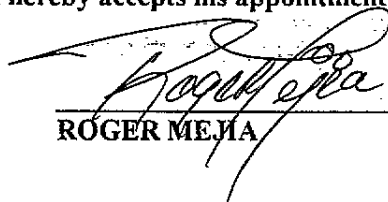


Notary Public, State of Florida

My commission expires:

REGISTERED AGENT ACCEPTANCE

The undersigned Registered Agent hereby accepts his appointment as Registered Agent of the corporation.



ROGER MEJIA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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