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FLORIDA PROFIT CORPORATION OR P.A.

g. p. lawn & landscaping, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

G. P. LAWN & LANDSCAPING, INC.

The undersigned associates for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereafter mentioned, and I hereby make, subscribe and acknowledge and file with the Secretary of State of Florida these Articles of Incorporation; and to that end I do, by these Articles, set forth:

ARTICLE I: NAME

The name of this corporation (hereinafter referred to as the "corporation") is:

G. P. LAWN & LANDSCAPING, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in any lawful activity for which corporations may be organized under the laws of the State of Florida, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, cemetery association, cooperative association, fraternal society, state fair or exposition.

Prepared by:

Michael J. Swan, Esq., Florida Bar #509116
2701 Le Jeune Road, Suite 340
Coral Gables, FL 33134
(305) 443-5020

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ARTICLE III: STOCK

The corporation shall be authorized to issue One Hundred (100) shares of stock of the par value of One Dollar (\$1.00) per share, all of one class, namely common stock, and having an aggregate par value of One Hundred Dollars (\$100.00). All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

ARTICLE IV: CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

ARTICLE V: LOCATION

The principal place of business of the corporation shall be at 21914 S. W. 97th Place, Miami FL 33190, with the privileges of having branch offices within the State of Florida.

ARTICLE VI: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VII: DIRECTORS

The officers of the corporation are:

Glenn R. Phillips, Jr., President
21914 S. W. 97th Place
Miami FL 33190

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Lisa B. Smith, Vice President, Secretary & Treasurer
21914 S. W. 97th Place
Miami, FL 33190

ARTICLE VIII: SUBSCRIBER

The name and address of the Subscriber of these Articles is: Michael J. Swan, Esq., Suite 340 City National Bank Building, 2701 LeJeune Road, Coral Gables FL 33134.

ARTICLE IX: TRANSFER OF FUNDS

No shareholder may transfer or otherwise dispose of his interest in the corporation to another, without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportionate shareholder's interest in the corporation. Should any shareholder desire not to exercise the right of right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested certified public accountant.

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and proposed by them to the Stockholders, and approved by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement, manifesting their intention that a certain amendment of the Articles be made.

ARTICLE XI: REGISTERED AGENT

G.P. Lawn & Landscaping, Inc., desiring to organize under the laws of the State of Florida, has named MICHAEL J. SWAN, Esq., Suite 340, City National Bank Building, 2701 LeJeune Road, Coral

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Gables FL 33134 as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of law relative to keeping open said offices.

Michael J. Swan
MICHAEL J. SWAN, Esq.

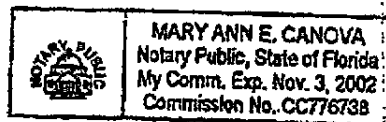
IN WITNESS WHEREOF, I hereunto set my hand and seal and acknowledge the foregoing Articles of Incorporation, which are to be filed in the Office of the Secretary of State, this 18th day of March, 1999.

Michael J. Swan
MICHAEL J. SWAN, Esq.

SWORN TO and SUBSCRIBED before me by Michael J. Swan, who is personally known to me, at Miami-Dade County, Florida this 18th day of March, 1999.

Mary Ann E. Canova
Notary Public, State of Florida at
Largo

My Commission Expires:



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