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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 25 PM 2:55

HardScapes, Inc.
7916 N.E. Waldo Road
Gainesville, FL 32607
(352) 372-4331

March 22, 1999

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****122.50 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: HardScapes, Inc.

Dear Sir or Madam:

Enclosed please find:

1. Articles of Incorporation of HardScapes, Inc., a profit corporation.

2. Designation of Resident/Registered Agent and acceptance by such agent.

3. My check in the amount of $122.50 for:

a.	Filing Fee	$ 35.00
b.	Certified Copy of Charter	$ 52.50
c.	Registered Agent Designation Fee	$ 35.00
	Total	**$122.50**

Please file the subject documents, and forward the Certified Copy to my above-shown address.

Very truly yours,

Edward K Loeffler Jr

Edward K. Loeffler, Jr.

Enclosures

D. BROWN MAR 3 0 1999

Articles of Incorporation

OF

HardScapes, Inc.

ARTICLE I. CORPORATE NAME.

The name of this corporation is **HardScapes, Inc.**

ARTICLE II. ADDRESS OF PRINCIPAL OFFICE.

The address of the principal office of this corporation is 7916 N.E. Waldo Road, Gainesville, FL 32607.

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of $1.00.

ARTICLE V. TERM OF EXISTENCE.

This corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The registered agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Edward K. Loeffler, Jr.
7916 N.E. Waldo Road
Gainesville, FL 32607

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

The name of the initial director of this Corporation and his street address is:

Edward K. Loeffler, Jr.
7916 N.E. Waldo Road
Gainesville, FL 32607

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATORS.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Edward K. Loeffler, Jr.
7916 N.E. Waldo Road
Gainesville, FL 32607

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, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. BY-LAWS.

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

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK.

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

ONE THOUSAND (1,000) SHARES - Edward K. Loeffler, Jr.

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to the Corporation. The price and terms of which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIII. STOCK ENDORSEMENT.

Each share of stock issued subject to these bylaws shall be endorsed as follows:

> "Transfer, pledge, hypothecation, sale, assignment, gift or other disposition of this stock is restricted by an article of the bylaws of this company, a copy of which is on file at the office of the corporation."

ARTICLE XIV. INDEMNIFICATION.

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

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), have executed the foregoing Articles of Incorporation on the 23nd day of March, 1999.

Edward K. Loeffler Jr.
INCORPORATOR
Edward K. Loeffler, Jr.

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 23nd day of March, 1999, by EDWARD K. LOEFFLER, JR., who is personally known to me and who did not take an oath.

NOTARY PUBLIC STATE OF FLORIDA
SHEFFIA J. FULMER
MY COMMISSION # CC 498581
EXPIRES Oct 6, 1999

Sheffia J. Fulmer
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent to Accept Service for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties and obligations of Section 607.0505, Florida Statutes.

Edward K. Loeffler Jr.
EDWARD K. LOEFFLER, JR.
Registered Agent

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