aw Office of Morrie I. Levine



Morrie I. Levine Admitted FL, NY, and NJ 2450 Hollywood Boulevard Suite 100 Hollywood, Florida 33020 (954) 925-9000 Fax (954) 925-9008

April 17, 2002

Ms. Theresa Brown
Division of Corporations
Amendment Section
P.O. BOX 6327
Tallahassee, Florida 32314

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Re:

Sawgrass Landscape Services, Inc.

Our File No.: 01-026 (C)

Dear Ms. Brown:

For purposes of filing a change of the Registered Agent, we enclose the original Articles of Amendment to Articles of Incorporation of Sawgrass Landscape Services, Inc. and the Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent Jpon Whom Process may be Served. We also enclose our check Number 3248 in the amount of \$35.00 for your fee to process these changes.

If you have <u>any</u> questions or problems concerning this letter or the enclosed documents, please contact the undersigned at the telephone number above. We thank you in advance for your prompt attention and cooperation with this matter.

Very truly yours,

LAW OFFICE OF MORRIE I. LEVINE

By: I long & Leven

MORRIE I. LEVINE, ESQ.

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Enclosures

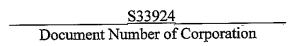
CC: Sawgrass Landscape Services, Inc. Client/Sawgrass/Ltr to Division of Corp. 04.17

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION ARTICLES OF INCORPORATION OF SAWGRASS LANDSCAPE SERVICES, INC.



Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

RESOLVED, that this corporation shall accept the resignation of JEROME PALAZZOLO as Registered Agent for the Corporation and the Florida Secretary of State shall be notified that MORRIE I. LEVINE has been APPOINTED as the new Registered Agent. JEROME PALAZZOLO is hereby authorized and empowered as Chairman of the Board of Directors to execute any documents necessary to effectuate this change.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIR	D: The date of each amendment's adoption: April 5, 2002.
FOUR	TH: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
X	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signati	Signed this 5 th day of April , 2002. The Summer (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	JEROME PALAZZOLO Typed or printed name
	CHAIRMANTitle

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That SAWGRASS LANDSCAPE SERVICES, INC. has its principal offices listed with the Secretary of State in the City of Hollywood, County of Broward, State of Florida, has named Morrie I. Levine, located at 2450 Hollywood Boulevard, Suite 100, Hollywood, Florida 33020, as its agent to accept services of process within this State to replace Jerome Palazzolo.

ACKNOWLEDGEMENT

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

MORRIE I. LEVINE Resident Agent