

STATE OF ALABAMA)

SHELBY COUNTY)

908

ARTICLES OF INCORPORATION
OF
THE GOOD EARTH LANDSCAPE & LAWN CARE SERVICES, INC.

The undersigned, desiring to form a corporation pursuant to the laws of the State of Alabama and acting as incorporator(s) of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

I

The name of the corporation shall be The Good Earth Landscape & Lawn Care Services, Inc.

II

The address of the initial registered office of the corporation is Route 1, Box 644, Leeds, Alabama 35904, and the name of its initial registered agent at such address is Timothy Lee Kelley.

III

The nature of the business and the object and the purposes for which this corporation is formed are and include, as fully and to the same extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under and by virtue of the laws of the State of Alabama, the following:

(1) To do any and all things necessary for conducting of a general landscaping and lawn care business; to buy, sell, purchase, lease, rent and in any way procure materials, supplies, personnel, equipment or any other resources which are necessary and pertain directly or indirectly to the general landscaping and lawn care service; to sell and distribute to the general public, wholesale and retail any goods, materials, resources and any other matters which relate directly or indirectly to the general, retail or wholesale of plants, pots, and any and all other materials directly or indirectly related to the landscaping and lawn care business.

GORHAM, WALDREP, STEWART & KENDRICK
15TH FLOOR CITY FEDERAL BUILDING
BIRMINGHAM, ALABAMA 35203

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(2) To take, own, hold, deal in, mortgage or otherwise give lien against and to lease, sell, buy, exchange, transfer and, in any manner, dispose of or deal with real property of every class or description, and any and all interest therein, both within and without the State of Alabama, wherever situated.

(3) To manufacture, purchase or otherwise acquire, in any lawful manner, and hold, own, mortgage, pledge, or otherwise to give liens against and to lease, sell, assign, exchange, transfer, or, in any manner, dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within and without the State of Alabama, and in any part of the world.

(4) For any of the purposes of the corporation and without any limitation as to amount, to borrow and raise monies, to draw, make, accept, endorse, discount, execute, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds and other instruments, whether transferable, and other evidence of indebtedness, whether secured by mortgage or otherwise, either alone or jointly with any other person or corporation; to confer upon the holders of any of its obligations such rights, powers, and pledges as from time to time might be deemed advisable by the Board of Directors, except as may be specifically prohibited by law; to lend money with or without collateral or other security.

(5) To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality or body politic.

(6) To purchase, insofar as the same may be done without impairing capital of the corporation, except as otherwise permitted by law, and to hold, pledge, and reissue shares of its own capital stock, as determined by the Board of Directors.

(7) To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, trustees or otherwise, and either alone or in the company of others.

(8) In general, to carry on any other business in connection therewith and to do all things not forbidden by the laws of the State of Alabama and with all the powers conferred upon corporations by the laws of the State of Alabama. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this third article of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted articles, but that the objects, purposes and powers specified in this article and in each of the articles and paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes, and powers and the enumeration of specific objects, purposes and powers shall not be construed to restrict, in any manner, the general powers and terms of this corporation nor shall the expression of any one thing be deemed to exclude another, although it be of like nature.

(9) To transact any and all lawful business for which it is entitled by Alabama Code Title 10, Section 2A-20, 1975, as amended.

(10) To do any and all things normal or necessary in the conducting of the business of The Good Earth Landscape & Lawn Care Services, Inc., whether wholesale or retail, in a commercial landscape and lawn care service operation.

IV

The corporation shall have the authority to issue 1,000 shares of common stock at ten dollars (\$10.00) per share par value.

V

The name and post office address of the officer or agent designated by the incorporator(s) to receive subscriptions to the capital stock is Timothy Lee Kelley, Route 1, Box 644, Leeds, Alabama 35904.

VI

The names and post office addresses of the incorporator(s) are as follows:

Timothy Lee Kelley	Route 1 Box 644 Leeds, Alabama 35904
Dawn Dupree Kelley	Route 1 Box 644 Leeds, Alabama 35904
John Mark Kelley	401 Cloudland Drive Birmingham, Alabama 35226

VII

The duration of the corporation shall be perpetual.

VIII

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Timothy Lee Kelley	Route 1 Box 644 Leeds, Alabama 35904
Dawn Dupree Kelley	Route 1 Box 644 Leeds, Alabama 35904
John Mark Kelley	401 Cloudland Drive Birmingham, Alabama 35226

IX

That any share authorized and issued by the corporation may be subject to any agreement among the shareholders to restrict transfer of said shares in accordance with the provisions of said agreement, except as prohibited by law.

X

The power to manage and control the corporation shall be vested in the Board of Directors, subject to the By-Laws, rules and regulations adopted by the stockholders of the corporation.

XI

No contract or other transaction between the corporation and any other firm, individual or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is interested in or a member of, stockholder, director or officer of any such firm or corporation; and any director or officer, individually or jointly, may be a party to or interested in any contract or transaction of this corporation, and no contract, act, or transaction of this corporation with any person, firm, or corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation is a party to or interested in said contract.

IN WITNESS WHEREOF, we, the undersigned, for the purpose of forming a corporation under the laws of the State of Alabama do make, file and record these Articles of Incorporation and do certify that the facts herein stated are true and we have, accordingly, hereunto set our respective hands and seals on the date set opposite our respective names.

Done this the 18 day of September, 1984.

Timothy Lee Kelley
Timothy Lee Kelley

Dawn Dupree Kelley
Dawn Dupree Kelley

John Mark Kelley
John Mark Kelley

STATE OF ALABAMA)

ST. CLAIR COUNTY)

BE IT REMEMBERED, that on this the 18th day of September, 1984, personally appeared before me, the undersigned authority, in and for said County in said State,

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Timothy Lee Kelley, Dawn Dupree Kelley and John Mark Kelley, who are known to me, and I, having first made known to them the contents of the above Articles of Incorporation, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed and they deposed the facts therein stated were truly set forth.

Given under my hand this 18th day of September, 1984.

Michael G. Kendrick
Notary Public



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EXHIBIT A

STATE OF ALABAMA)

ST. CLAIR COUNTY)

We, the undersigned, Timothy Lee Kelley, Dawn Dupree Kelley and John Mark Kelley, hereby severally subscribe to the number of shares of the capital stock of The Good Earth Landscape & Lawn Care Services, Inc., set opposite our respective names and we agree to pay for said shares of stock the sum of \$10.00 per share, in cash, and other valuable consideration as allowed by the laws of the State of Alabama.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 18 day of September, 1984.

NO. OF SHARES

Timothy L. Kelley
TIMOTHY LEE KELLEY

700

Dawn Dupree Kelley
DAWN DUPREE KELLEY

150

John Mark Kelley
JOHN MARK KELLEY

150

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EXHIBIT B

STATE OF ALABAMA)

ST. CLAIR COUNTY)

Before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Timothy Lee Kelley, who, being by me first duly sworn, deposes and says that he is the person authorized by the incorporators of The Good Earth Landscaping & Lawn Care Services, Inc. to receive subscriptions to the capital stock of said corporation and that the following individuals have subscribed for the number of shares of stock set opposite their respective names:

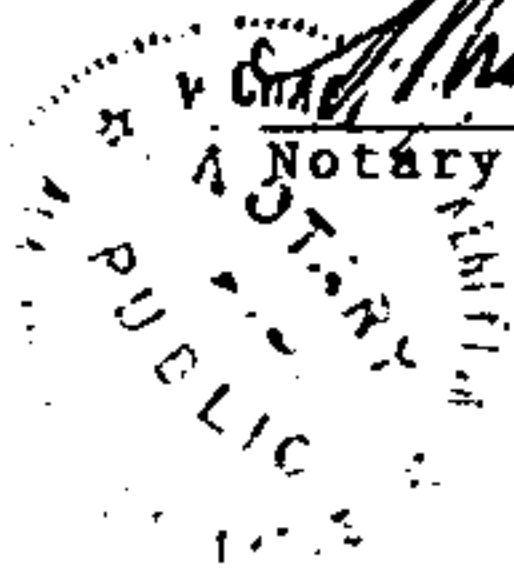
<u>NAME</u>	<u>SHARES OF STOCK</u>	<u>AMOUNT</u>
Timothy Lee Kelley	700	\$7,000.00
Dawn Dupree Kelley	150	\$1,500.00
John Mark Kelley	150	\$1,500.00

The said Timothy Lee Kelley, Dawn Dupree Kelley and John Mark Kelley have each paid into the corporation, in cash, the amount set opposite their names above and deponent holds said money for and on behalf of the said The Good Earth Landscaping & Lawn Care Services, Inc.


Timothy Lee Kelley

Sworn to and subscribed
before me the 18 day of
September, 1984.


Notary Public



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BOOK



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

The Good Earth Landscape & Lawn Care Services, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of The Good Earth Landscape & Lawn Care Services, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to

be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 12, 1984 -- expires 5-12-84

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

THE GOOD EARTH LANDSCAPE AND LAWN CARE SERVICES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of THE GOOD EARTH LANDSCAPE AND LAWN CARE SERVICES, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of THE GOOD EARTH LANDSCAPE AND LAWN CARE SERVICES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 25th day of SEPTEMBER, 1984.



STATE OF ALABAMA
I CERTIFY THIS
INSTRUMENT

1984 SEP 25 PM 1:10

Thomas A. Brundage, Jr.
JUDGE OF PROBATE

Thomas A. Brundage, Jr.

Judge of Probate

Rec 35.00
Jud 1.00
36.00