

Filing Fee \$150.00

**State of Rhode Island and Providence Plantations**

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

Corp. I.D. # 8003'7

**BUSINESS CORPORATION**

**ORIGINAL ARTICLES OF INCORPORATION**

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is .....  
PINE HILL LANDSCAPING, INC.  
.....  
(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual .....

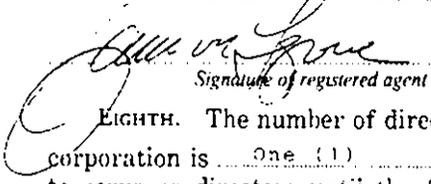
THIRD. The purpose or purposes for which the corporation is organized are:

General Landscaping and any other lawful business  
pertaining to same

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

SEVENTH. The address of the initial registered office of the corporation is  
226 South Main St., Providence, RI 02903 (add Zip Code)  
and the name of its initial registered agent at such address is:

James J. Lepore

  
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is One (1) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

| Name              | Address                              |
|-------------------|--------------------------------------|
| Enrico DiGregorio | 140 Moore Field St., Prov., RI 02909 |

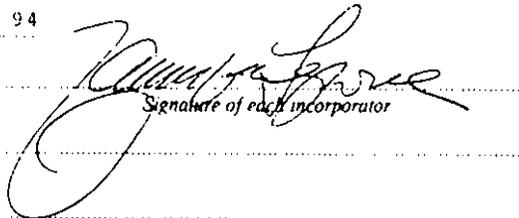
NINTH. The name and address of each incorporator is:

| Name            | Address                             |
|-----------------|-------------------------------------|
| James J. Lepore | 226 South Main St., Prov., RI 02903 |

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon the filing of these articles

Dated June 2, 1994

  
Signature of each incorporator

or

(b) *If more than one class:* Total number of shares . . . . .

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

1. Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe or acquire shares, as provided in Sec. 7-1.1-24 of the General Laws of Rhode Island, 1956, as amended, and shall also have the right to acquire any shares issued for services or property other than money.

2. No shareholder shall transfer, alienate or in anyway dispose of any shares of the corporation unless such shares shall be first offered for sale to the corporation. The corporation reserves and shall have the exclusive right and option to purchase said shares at a price equal to the lowest appraised value thereof, within thirty (30) days, after said offer. After the expiration of said time, the shareholder, if the corporation shall not have exercised its option to purchase said shares, shall be free to transfer, alienate or otherwise dispose of said shares without any restrictions whatsoever.

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

*Priscilla D. Ochi*  
Notary Public  
*Kathryn Ochi*

RECEIVED  
SECRETARY OF STATE

JUN 14 3 03 PM '94

FILED

JUN 14 1994

By *OP#2*

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