

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. # 82973

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
Superior Lawn Maintenance, 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:

To acquire by purchase, lease or otherwise and to own, operate and maintain a business for the purpose of landscape gardening, including, without limitation, the maintenance of lawns and shrubs and to do all of the foregoing and any and all activities necessary or desirable in connection with any of the foregoing, or in any way ancillary or related thereto and all other lawful business for which a corporation may be formed under the General Laws of the State of Rhode Island (excepting banking and insurance).

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FEB 6 1995
By [Signature]
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FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 4,000 common stock, no par value

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

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.)

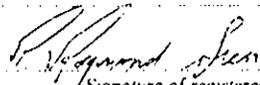
FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

In the event of the increase of the authorized common stock of the corporation, the holders of the common stock of the corporation, at that time outstanding, shall have the exclusive right to subscribe in proportion to their holdings for the common stock so to be issued.

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

The corporation reserves the right to adopt applicable pre-emptive rights by means of stock purchase, stock restriction and/or stock redemption agreements as may from time to time be executed. In the absence of any such agreement, said corporation shall have the right in case of the sale of shares of stock of any stockholder to purchase said shares at the lowest price at which said stockholder is willing to sell before the same shall be sold by him to any other party; provided, however, that said corporation shall exercise its right to purchase within thirty (30) days after the stockholder shall have notified it in writing of his desire to sell said shares and the price at which he is willing to sell, and if the corporation shall elect to purchase said shares such stockholder shall, upon tender of the purchase price thereof, transfer to the corporation the shares so sold, and if the corporation shall not elect to purchase said shares within said thirty (30) days, then such stockholder may, at any time within twenty (20) days after the expiration of said thirty (30) days, sell said shares to any other party but at not less than the price at which the same were offered to this corporation.

SEVENTH. The address of the initial registered office of the corporation is
145 Phenix Avenue, Cranston, Rhode Island 02920 (add Zip Code)
and the name of its initial registered agent at such address is:
R. Raymond Greco, Esquire


Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 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
Directors and Officers are not elected at the present time	

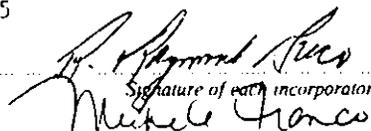
NINTH. The name and address of each incorporator is:

Name	Address
R. Raymond Greco	145 Phenix Avenue, Cranston, RI
Michele Franco	145 Phenix Avenue, Cranston, RI

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

immediately upon filing

Dated February 2, 1995


Signature of each incorporator

