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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ORIGINAL

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
MAR 27 4 24 PM '00

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:

1. The name of the corporation is Ground Flora, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

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

3. The specific purpose or purposes for which the corporation is organized are:
To provide high quality garden and landscape design, implementation
and maintenance services to residential and commercial customers.

4. The aggregate number of shares which the corporation shall have authority to issue is:
(a) *if only one class:* Total number of shares 1,000 (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.)

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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.)

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

See Attachment 1

FILED
MAR 27 2000
BY [Signature]
240494

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

7. The address of the initial registered office of the corporation is 143 Lorimer Avenue
(Street Address, not P.O. Box)
Providence, RI 02906 and the name of its initial registered agent
at such address is Eugenie J. Najjar
(Name of Agent)

8. 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Eugenie J. Najjar	143 Lorimer Avenue, Providence, RI 02906
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Michael D. Aaronson	1604 Broad Street, Cranston, RI 02905
_____	_____
_____	_____

10. Date when corporate existence is to begin upon the filing of these papers
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: March 27, 2000 _____

STATE OF Rhode Island
COUNTY OF Providence

Signature of each Incorporator

in Providence, R.I. on this 27th day of March, 2000, personally appeared before me Michael D. Aaronson

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.

Michael M. Manera
Notary Public
My Commission Expires: July 15, 2002

GROUND FLORA, INC.

ARTICLES OF INCORPORATION **ATTACHMENT 1**

ARTICLE FIFTH

Each of the holders of the issued and outstanding shares of Common Stock of the corporation shall have the right to subscribe for any new capital stock, whether of a class now existing or hereafter created, or for any securities convertible into capital stock hereafter issued by the corporation in proportion to their respective holdings of stock at the time of such issue.

The 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 such stockholder is willing to sell said shares before the same shall be sold by him to any other party; provided, however, that the corporation shall exercise its right to purchase hereunder within thirty (30) days after such stockholder shall have notified the corporation in writing of his desire to sell said share and the price at which he is willing to sell the same, and if the corporation shall decide to purchase said shares, such stockholder, shall, upon tender of the purchase price thereof, transfer to the corporation said shares so sold, and if the corporation shall not elect to purchase said shares within said thirty (30) day period, then such stockholder may, at any time within thirty (30) days after the expiration of said thirty (30) day period, sell said shares to any other party but at not less than the price at which the same were offered to the corporation.