Filing Fee: \$75.00

ID Number: 87285



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

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

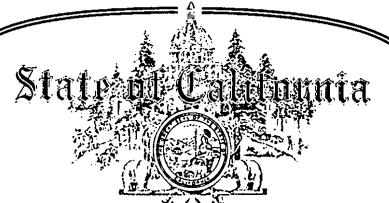
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

The name of the corporation is Valley Crest Landscape, Inc.					
It is incorporated under the laws of California					
A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on 12/18/95, authorizing it to transact business in Rhode Island under the name of: Valley Crest Landscape, Inc.					
The corporate name of the corporation has been changed to ValleyCrest Landscape Development, Inc.					
(If no change, so indicate.)					
The name, if different, which it elects to use in Rhode Island is:					
(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:					
(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will agualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:					
The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: (If no other or additional purposes are proposed, insert "No Change.")					
No change					
FILED					

Form No. 151 Revised: 01/99 OCT 3 0 2002 By AMF

 If there has been an increase in the authorized shares of the corporation, list the total numl including the increase (If there has been no increase in shares, insert "no change"): 					the total number of authorized shares, ge"):	
		Total Number of Authorized Shares No Change	<u>Clasş</u>	<u>Series</u>	Par Value or Statement that Shares are without Par Value	
8.	(a)	An estimate of the value of is \$ 4,200,000	all property to be own	ed by the corporation for the	he following year, wherever located,	
	(b)	An estimate of the value of is \$0-	the corporation's prop	erty to be located within R	hode Island during the following year	
(c) An estimate, expressed as a percentage, of the proportion that the estimated value of corporation to be located within this state during the following year bears to the value of all procorporation to be owned during the following year, wherever located, is%. [divide (multiply by 100 to obtain the percentage]					the value of all property of the	
 (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 250,000,000 (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business Rhode Island during the following year is \$ -0- 					ration during the following year is	
					ration at or from places of business in	
	(c)	An estimate, expressed as the corporation at or from p thereof which will be transa and multiply by 100 to obtain	laces of business in th cted by the corporatio	is state during the following	amount of business to be transacted by ng year bears to the gross amount is 0 %. [divide (b) by (a)	
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.						
Da	te:	10/28/02		ValleyCrest Landscape		
			ı	By Pirk Exact Market of	Corporation Making Application	
				Rresident or	AND	
			'		Assistant Secretary (check one)	
		OF California YOF Los Angeles				
is t	he <u>v</u>	In Calabasas me William N. Cohen rice President & Secreta ficer of the corporation, and		who, being by n he corporation and that he	, <u>J(I)</u> , personally appeared ne first duly sworn, declared that he/ sh e e/she signed the foregoing document as	
	1	MARIE MC Commission # Notary Public - Las Angeles My Comm. Expires	1221808 California County	Notary Public My Commission Expires:	June 11, 2003	





SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 2 3 2002

Secretary of State