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Department of State.

**CERTIFICATE OF AMENDMENT
OF**

VALLEY LAWN CARE, INC.

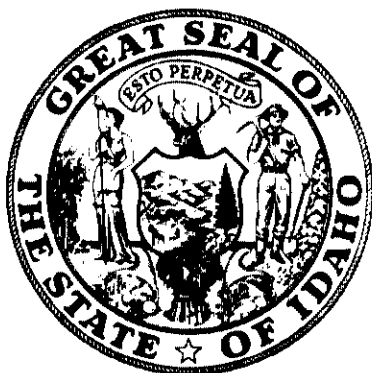
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

GREENACRES, INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____ **March 8** _____, 19 **91** _____



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF VALLEY LAWN CARE, INC.
RECEIVED
SEC. OF STATE

W01 MAR 8 1991
The undersigned incorporators of VALLEY LAWN CARE, INC., do hereby certify and adopt these Articles of Amendment to the Articles of Incorporation (which Articles of Incorporation were dated January 25, 1991, and filed of record with the Idaho Secretary of State on January 28, 1991), as follows:

FIRST: The name of this corporation shall be "GREENACRES, INC.", effective upon the issuance of the Certificate of Amendment by the Secretary of State of the State of Idaho, and ARTICLE I is hereby amended accordingly.

SECOND: Subparagraph A. of Article III is hereby amended to state as follows:

[The corporation's purposes are:]

A. To engage in the business of lawn care and maintenance, landscaping, pest control, and retail sales of products relating thereto.

THIRD: There are no shares outstanding, as no shares have yet been issued by this corporation. These Articles of Amendment to the Articles of Incorporation have been adopted on March 4, 1991, by resolution of all of the original incorporators of this corporation.

FOURTH: Except as otherwise specifically amended by these Articles of Amendment to the Articles of Incorporation, the Article of Incorporation of this corporation shall remain and continue in full force and effect.

EXECUTED IN DUPLICATE ORIGINALS THIS 4th DAY OF MARCH, 1991.


NORMAN D. GRAHAM


DEL W. FOX


LESLIE E. FOX

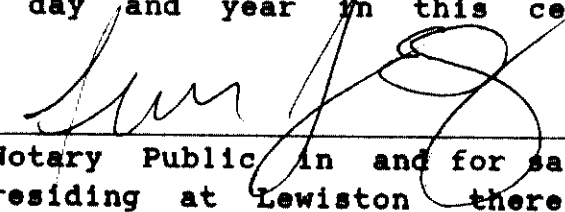
STATE OF IDAHO

)
) ss.
)

County of Nez Perce

On this 4th day of March, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared NORMAN D. GRAHAM, who, being by me first duly sworn, declared that he is one of the original incorporators of VALLEY LAWN CARE, INC., that he signed the foregoing document as an incorporator of the said corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public in and for said State,
residing at Lewiston therein. My
commission expires: 10/8/91
SEAL

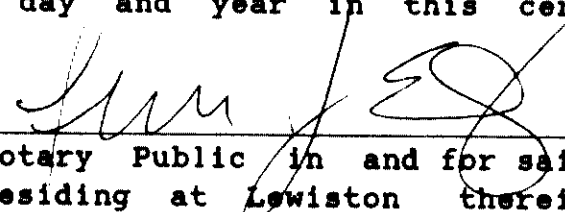
STATE OF IDAHO

)
) ss.
)

County of Nez Perce

On this 4th day of March, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared DEL W. FOX, who, being by me first duly sworn, declared that he is one of the original incorporators of VALLEY LAWN CARE, INC., that he signed the foregoing document as an incorporator of the said corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public in and for said State,
residing at Lewiston therein. My
commission expires: 10/8/91
SEAL

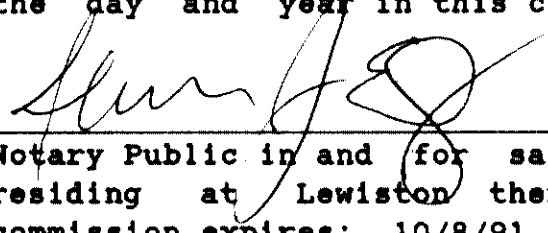
STATE OF IDAHO

)
) ss.
)

County of Nez Perce

On this 4th day of March, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared LESLIE E. FOX, who, being by me first duly sworn, declared that he is one of the original incorporators of VALLEY LAWN CARE, INC., that he signed the foregoing document as an incorporator of the said corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public in and for said State,
residing at Lewiston therein. My
commission expires: 10/8/91
SEAL