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State of Idaho

Department of State

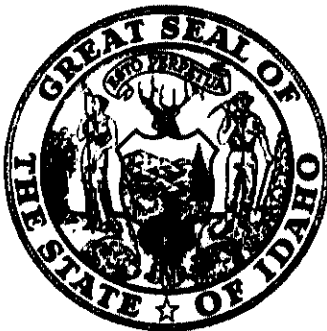
CERTIFICATE OF INCORPORATION OF

ELITE LANDSCAPING, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 15, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl Delvies

Corporation Clerk

ARTICLES OF INCORPORATION
OF
ELITE LANDSCAPING, INCORPORATED
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I, the undersigned, being an individual citizen of the United States of America, do hereby form a corporation pursuant to Chapter 1 of Title 30, Idaho Code, and do hereby adopt and certify the following Articles of Incorporation, to-wit:

ARTICLE I

The name of this Corporation shall be "ELITE LANDSCAPING, INCORPORATED".

ARTICLE II

The term of existence of this Corporation shall be perpetual.

ARTICLE III

The purposes for which this Corporation is organized are the transactions of any and all lawful businesses for which corporations may be incorporated under this act.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is one million, (1,000,000); the shares shall consist of one (1) class only; the par value of each share shall be the sum of one dollar, (\$1.00), the total

authorized capital stock of the corporation is the sum of one million dollars, (\$1,000,000). The stock of this Corporation shall be nonassessible.

ARTICLE V

The address of the initial registered office of the corporation is 204 Thain Rd., Lewiston, ID. The name of the initial registered agent of the corporation at the initial registered office of the corporation is Helen Brockman. The mailing address is 204 Thain Rd., Lewiston, Idaho 83501.

ARTICLE VI

The corporation shall have two, (2) directors, except in the event that all of the shares of the corporation are owned beneficially and of record by fewer than two, (2) shareholders, in which event the number of directors may be fewer than two, (2) but not fewer than the number of shareholders.

The initial board of directors shall consist of two, (2) directors. The names and addresses of the persons who are to serve as the directors until their successors be elected and qualified are:

Name	Address	Shares
Robert W. Brockman	204 Thain Rd. Lewiston, ID.	2,500
Helen R. Brockman	204 Thain Rd. Lewiston, ID.	2,500

ARTICLE VII

The name and address of each incorporated is:

Name	Address
Robert W. Brockman	204 Thain Rd. Lewiston, ID. 83501
Helen R. Brockman	204 Thain Rd. Lewiston, ID. 83501

In witness whereof, Robert W. and Helen R. Brockman, the incorporators of ELITE LANDSCAPING, INCORPORATED, has hereunto set his hand and seal this 26th day of November, 1991.

Helen R. Brockman
Robert W. Brockman

STATE OF IDAHO)
)
COUNTY OF NEZ PERCE)

On this 26th day of November, 1991, before me, the undersigned notary public in and for the State of Idaho, personally appeared Robert W. and Helen R. Brockman, known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same.

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

[Signature]
Notary Public in and for the State
of Idaho, residing at Lewiston, there.