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STATE OF IDAHO

**AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WEBB LANDSCAPE, INC.**

Douglas W. Webb and Mark E. Palmer certify that:

1. Douglas is the President and Mark is the Secretary of Webb Landscape, Inc., an Idaho corporation (the "Corporation").
2. Pursuant to the applicable provisions of Title 30, Chapter 1, Part 10, of the Idaho General Corporation Code, the Corporation hereby adopts the following Amendment to the Articles of Incorporation of Webb Landscape, Inc.
3. The Articles of Incorporation of the Corporation are hereby amended as of December 18, 2001, by the addition of ARTICLE XI, which shall read as follows:

"ARTICLE XI

Substantially all of the outstanding shares of capital stock of this corporation shall at all times be owned by: (i) employees of this corporation; (ii) the Webb Landscape Employee Stock Ownership Plan and Trust; or (iii) individuals receiving such shares as a benefit pursuant to the provisions of the Webb Landscape Employee Stock Ownership Plan, provided that such individuals must immediately resell such shares to this corporation."

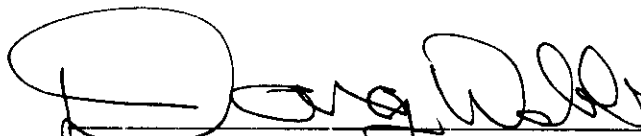
4. The Corporation's board of directors, by action by unanimous written consent, has duly proposed and approved the foregoing Amendment to the Articles of Incorporation of Webb Landscape, Inc. in accordance with the provisions of Section 30-1-1003(1) and (2) of the Idaho General Corporations Code.
5. The Corporation's sole shareholder has approved the foregoing Amendment to the Articles of Incorporation of Webb Landscape, Inc. by the unanimous written consent of the Corporation's sole shareholder in accordance with Section 30-1-1005(5) of the Idaho General Corporations Code. The total number of issued and outstanding shares of capital stock the Corporation is 100,000.

IDAHO SECRETARY OF STATE
02/21/2002 05:00
CK: 7856 CT: 154683 BH: 447639
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We further declare under penalty of perjury under the laws of the State of Idaho that the matters set forth in this certificate are true and correct of my own knowledge.

Date: December 18, 2001



Douglas W. Webb, President



Mark E. Palmer, Secretary