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SECRET
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

MASTERPIECE DESIGNS, INC.

1. Name. The name of the corporation is MASTERPIECE DESIGNS, INC., an Idaho corporation (the "Corporation").

2. Authorized Shares. The aggregate number of shares the Corporation is authorized to issue shall be five million (5,000,000), all of which shall be common voting stock. There shall be only one class of stock authorized.

3. Registered Office and Agent. The registered office of the Corporation is 277 North 6th Street, Suite 200, Boise, Idaho 83702 and its registered agent at that address is Judson B. Montgomery.

4. Purpose. The Corporation is organized to render landscaping services and other allied services in Idaho, and such other jurisdictions in which the Corporation is qualified or authorized to do so, through its officers, employees and agents who are duly licensed or otherwise authorized to render such services in such jurisdictions.

5. Incorporator. The name of the incorporator is Judson B. Montgomery and the incorporator's 277 North 6th Street, Suite 200, Boise, Idaho 83702.

6. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

7. Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the existing Idaho Business Corporation Act permits prior to such amendment).

8. Limitation of Liability. No director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional

IDAHO SECRETARY OF STATE

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infliction of harm on the corporation or the shareholders; (iii) an intentional violation of criminal law; or (iv) an unlawful distribution.

In witness whereof, I have subscribed these Articles of Incorporation this 9th day of December, 1999.



Judson B. Montgomery, Incorporator