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State of Idaho

Department of State

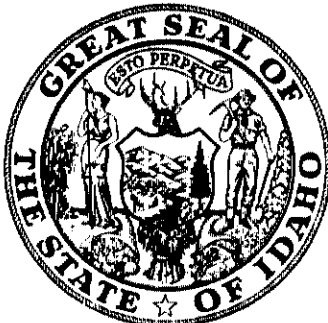
CERTIFICATE OF INCORPORATION OF

COOPER LANDSCAPES, INC.

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: June 24, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Seikel*

RECEIVED
SEC. OF STATE
ARTICLES OF INCORPORATION
93 JUN 21 AM 9 08
OF
COOPER LANDSCAPES, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

FIRST: The name of the corporation is Cooper Landscapes, Inc.

SECOND: The period of the corporation's duration, subject to dissolution in the manner provided by law, is perpetual.

THIRD: The purposes for which the corporation is organized are: (1) the maintenance, repair and improvement of commercial, industrial and residential property, and (2) the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock, without par value.

FIFTH: Provisions denying pre-emptive rights are: none.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are set forth in the By-Laws of the Corporation.

SEVENTH: The address of the initial registered office of the Corporation is 421 Sabala Street, Ketchum, Idaho 83340 and the name of its initial registered agent at such address is Cameron Cooper.

EIGHTH: The number of directors constituting the initial board of directors of the Corporation is one (1), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
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Cameron Cooper	P.O. Box 5773, Ketchum, Idaho 83340
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NINTH: The name and address of each incorporator is:

NAME	ADDRESS
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Cameron Cooper	P.O. Box 5773, Ketchum, Idaho 83340
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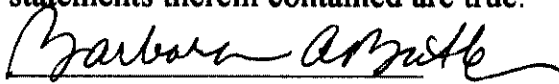
Dated this 21st day of June, 1993.


Cameron Cooper

VERIFICATION

STATE OF IDAHO)
)ss.
County of Blaine)

I, Barbara A. Butler, a notary public, do hereby certify that on this 21st day of June, 1993 personally appeared before me CAMERON COOPER, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.


Notary Public for Idaho
Residing at Ketchum
Expires 6/25/99