

NCTO

1907927
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARECO, INC.

FILED *mg*
In the Office of the Secretary of State
of the State of California

JAN 25 2002

Bill Jones
BILL JONES, Secretary of State

Steven W. Economou certifies that:

1. He is the President and Secretary of Careco, Inc., a California corporation.
2. The Articles of Incorporation of Careco, Inc. are amended and restated in full to read as set forth in the Amended and Restated Articles of Incorporation attached to and incorporated by reference in this Certificate of Amendment as Exhibit "A".
3. The Amended and Restated Articles of Incorporation of Careco, Inc. attached to this Certificate of Amendment has been duly approved by the Board of Directors of the corporation.
4. The Amended and Restated Articles of Incorporation of Careco, Inc. attached to this Certificate of Amendment has been duly approved by the required vote of the shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation entitled to vote on this matter is one thousand (1,000). The number of shares voting in favor of the amendment equaled or exceeded the vote required. The vote required was more than fifty percent (50%).

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Amendment are true and correct of my own knowledge.

Date: January 24, 2002

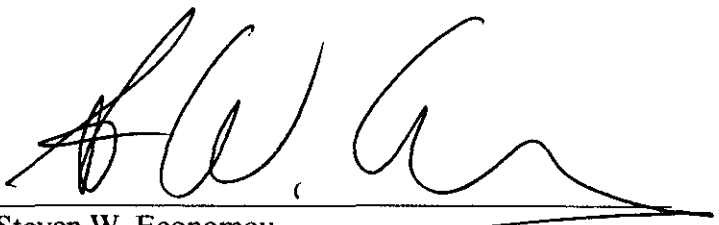

Steven W. Economou
President/Secretary

EXHIBIT "A"

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARECO, INC.

ARTICLE ONE

The name of this corporation is: Rainscape Environmental Management.

ARTICLE TWO

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE THREE

The total number of shares which this corporation is authorized to issue is one hundred thousand (100,000), all of the same class, no par value, designated as "Common Stock".

ARTICLE FOUR

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE FIVE

The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in section 204 of the Corporations Code.



December 11, 2001

California Secretary of State
Sacramento, CA

Dear Madam or Sir;

We have been informed that Careco, Inc., a California corporation, desires to change its legal name to "Rainscape Environmental Management."

The purpose of this letter is to advise you that Rainscape Corporation consents to and approves of Careco, Inc. changing its legal name to, and Careco, Inc.'s use of the name, "Rainscape Environmental Management."

The use of Rainscape as the only name is not permissible and any landscaping or irrigation installations will not be allowed under any form of the Rainscape name.

Please contact me if you require any additional information with respect to this matter.

Sincerely,

A handwritten signature in black ink, which appears to read "Jim Cooper". The signature is fluid and cursive, with the first and last names being clearly distinguishable.

Rainscape
A California Corporation
Jim Cooper
Vice President