

THOMAS L. HOWARD, P.A.
ATTORNEY AT LAW

675 W. Indiantown Road, Suite 103

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February 25, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

PO0000023060

SUBJECT: Domestication of: BETTER LAWNS & GARDENS, INC.

Dear Sir or Madam:

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-02/28/00--01166--007
****146.25 ****87.50

My client would like to domesticate his Maryland corporation. Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Also enclosed is a completed Certificate of Domestication that has been executed by the corporation's president.

Please notice that BETTER LAWNS & GARDENS, INC. has been authorized to do business in Florida under the name of PALM BEACH LAWNS & GARDENS, INC. (please see your department's document no.: P35945).

Please confirm that the newly domesticated corporation is allowed to continue doing business as Palm Beach Lawns & Gardens, Inc. without doing anything further.

Please provide a certificate of status for both BETTER LAWNS & GARDENS, INC. and PALM BEACH LAWNS & GARDENS, INC.

A check for \$146.25 is enclosed. This represents payment for:

Filing of Articles of Incorporation and designation of registered agent;

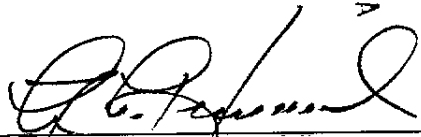
Certificate of Domestication;

Fee for Certificate of Status of BETTER LAWNS & GARDENS, INC.;

Fee for Certificate of Status of PALM BEACH LAWNS & GARDENS, INC. and

Also enclosed is a self-addressed, stamped envelope.

FROM:


THOMAS L. HOWARD

Attorney at Law

675 W. Indiantown Road, Suite 103

Jupiter, Florida 33458-7555

(561) 746-1600

FILED
00 FEB 28 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

The undersigned, Scott M. Behr, President, (Name) (Title)

of BETTER LAWN & GARDENS, INC. a foreign Corporation, (Corporation Name)

in accordance with Florida Statutes, section 607.1801 does hereby certify:

- 1. The date on which corporation was first formed was January 27, 1989
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was State of Maryland
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was BETTER LAWN & GARDENS, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is BETTER LAWN & GARDENS, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was

State Florida; the Corporation has been registered to do business under the name PALM BEACH LAWN & GARDENS, INC. (Document # P35945)

I am President, of BETTER LAWN & GARDENS, INC.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the day of February 19 2000

SCOTT M. BEHR (Authorized Signature)

Filing Fee: Certificate of Domestication \$50.00, Articles of Incorporation and Certified Copy \$78.75, Total to domesticate and file \$128.75

FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA 00 FEB 28 AM 10:53

**ARTICLES OF INCORPORATION
OF
BETTER LAWNS & GARDENS, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, in order to domesticate a Maryland corporation in Florida pursuant to Section 607.1801, Florida Statutes (1999), does hereby act as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is BETTER LAWNS & GARDENS, INC.

ARTICLE II

The existence of the corporation began on January 27, 1989, the date the Corporation was incorporated in the state of Maryland.

ARTICLE III

The street address and mailing address of the principal office of the Corporation are 2114 Radnor Court, Juno Isles, FL 33408 and P. O. Box 33147, Palm Beach Gardens, FL 33420, respectively.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. All Common Shares shall have a par value equal to \$1.00 per share.

ARTICLE V

The initial street address of the Corporation's registered office is 2114 Radnor Court, Juno Isles, FL 33408. The initial registered agent for the Corporation at that address is Scott M. Behr.

ARTICLE VI

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors are:

Scott M. Behr

2114 Radnor Court
Juno Isles, FL 33408
And
P.O. Box 33147
Palm Beach Gardens, FL 33420

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TALLAHASSEE, FLORIDA

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ARTICLE VII

The name and street address of the person signing these articles of incorporation are:


Scott M. Behr

2114 Radnor Court
Juno Isles, FL 33408
And
P.O. Box 33147
Palm Beach Gardens, FL 33420

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

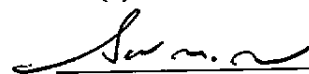
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 25 day of February, 2000.



Scott M. Behr

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BETTER LAWN & GARDENS, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Scott M. Behr

Dated: February 25, 2000.

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00 FEB 28 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA