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FILED

**ROSSWAY MOORE
& TAYLOR**
ATTORNEYS AND COUNSELORS AT LAW

THE OAK POINT PROFESSIONAL CENTER
5070 NORTH HIGHWAY A-1A
SUITE 200
VERO BEACH, FLORIDA 32963

May 24, 2001

01 MAY 25 AM 11:35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

JOHN E. MOORE, III*
BRADLEY W. ROSSWAY
J. ATWOOD TAYLOR, III*
THOMAS W. TIERNEY**
MICHAEL J. SWAN
OF COUNSEL

TELEPHONE
(561) 231-4440
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*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA
**ALSO ADMITTED IN
CALIFORNIA

VIA FEDERAL EXPRESS NEXT DAY DELIVERY

Secretary of State
State of Florida
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-05/25/01--01093--013
****122.50 *****78.75

RE: T & L Commercial Services, Inc.

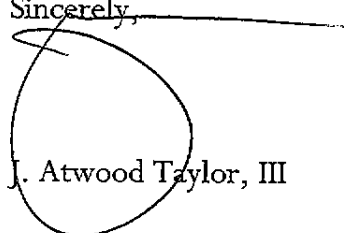
Dear Sir/Madam:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

This firm's check in the amount of \$122.50 is also enclosed to cover your filing fee, the Registered Agent fee, and the fee for the certified copy.

Thank you for your assistance and for returning the certified copy of the Articles of Incorporation to this office in the enclosed, pre-prepared Federal Express envelope.

Sincerely,


J. Atwood Taylor, III

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Encs.

CC: Mr. and Mrs. Michael L. Love, w/enc.

D. WHITE JUN - 4 2001

ARTICLES OF INCORPORATION
OF
T & L COMMERCIAL SERVICES, INC.

FILED
01 MAY 25 AM 11:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

T & L COMMERCIAL SERVICES, INC.

The principal place of business of this corporation shall be 5511 DeLeon Avenue, Fort Pierce, Florida 34951, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall be formed for the specific purpose of conducting a commercial lawn maintenance business and may engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be, and the name of the initial registered agent of the corporation at that address is **MICHAEL LEE LOVE**, 5511 DeLeon Avenue, Fort Pierce, Florida 34951.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the shareholder so elects and if the corporation qualifies, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, are as follows:

MICHAEL LEE LOVE - Director/President
5511 DeLeon Avenue
Fort Pierce, Florida 34951;

JULIANN C. LOVE - Director/Secretary/Treasurer
5511 DeLeon Avenue
Fort Pierce, Florida 34951.

No amendment to these articles shall be required in the event the shareholders wish to increase or decrease the number of directors. However, the number may never exceed seven (7) directors.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

ROSSWAY MOORE & TAYLOR
The Oak Point Professional Center
5070 N. Highway A-1-A, Suite 200
Vero Beach, Florida 32963.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24th day of May, 2001.

ROSSWAY MOORE & TAYLOR

By:



J. ATWOOD TAYLOR, III

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

MICHAEL LEE LOVE, whose address is as follows: 5511 DeLeon Avenue, Fort Pierce, Florida 34951, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*.


MICHAEL LEE LOVE

Date: May 21, 2001