

Scenic Lawns

2873 Waverly Falls Ct.
Jacksonville, FL 32224

904-998-8440

P980000009297

January 27, 1998

Florida Department of State
Division of Corporations
Box 6327
Tallahassee, FL 32314
Attn: Carolyn Batten

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-01/12/98--01083--003
*****78.75 *****78.75

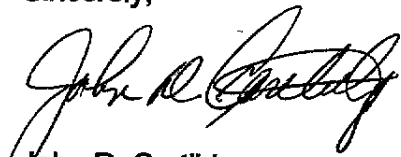
Re: Letter Number: 398A00001862

Dear Ms. Batten,

I received your letter dated January 13, 1998 concerning the Articles of Incorporation for Scenic Lawns Inc. I have made the necessary corrections and have enclosed the revised Articles of Incorporation.

If you have any further questions, please feel free to contact me at 904-499-8440.

Sincerely,



John D. Carlidge
Owner, Scenic Lawns

JDC/emc

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98 JAN 29 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
1-29-98

ARTICLES OF INCORPORATION

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

First

The name of the corporation will be Scenic Lawns, Inc.

Second

The period of its duration is in perpetuity.

Third

The purpose of the corporation is to conduct business in landscape maintenance.

Fourth

The aggregate number of authorized shares is: 1,000 shares Class "A" common voting stock.

Fifth

The corporation will not commence business until at least 100.00 dollars has been received by it as consideration for the issuance of shares.

Sixth

Cumulative voting of shares of stock 1,000 authorized.

Seventh

Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are none.

Eighth

Provisions for regulating the internal affairs of the corporation are that shareholders will regulate the internal affairs of the corporation.

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TALLAHASSEE, FLORIDA

Ninth

The address of the initial registered office of the corporation is 2873 Waverly Falls Court, Jacksonville, FL 32224 and the name of its initial registered agent at such address is John D. Cartlidge.

Tenth

The address of the principal place of business is 2873 Waverly Falls Court, Jacksonville, FL 32224.

Eleventh

The number of directors constituting the initial board of directors of the corporation is two, and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address:
<u>John D. Cartlidge</u>	<u>2873 Waverly Falls Court, Jax, FL</u>
<u>Elizabeth Cartlidge</u>	<u>2873 Waverly Falls Court, Jax, FL</u>

Twelfth

The name and address of each incorporator is:

Name	Address:
<u>John D. Cartlidge</u>	<u>2873 Waverly Falls Court, Jax, FL</u>
<u>Elizabeth Cartlidge</u>	<u>2873 Waverly Falls Court, Jax, FL</u>

In Witness Whereof, the following incorporators have signed these Articles of Incorporation, have read the forgoing, affirm and believe all statements to be true and subscribe and swear to this before the listed notaries.

Printed Names
John D. Cartlidge
Elizabeth Cartlidge

Signatures




State of Florida
County of Duval

Date of Acknowledgment: January 27, 1998

On this date before me, a Notary Public, personally appeared John D. Cartlidge, known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same.

Signature of Notary Public:



Notary Expiration Date:

7-4-98



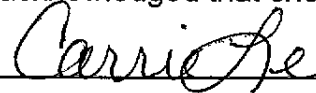
CARRIE LEE
My Commission CC389658
Expires Jul. 04, 1998
Bonded by HAI
800-422-1555

State of Florida
County of Duval

Date of Acknowledgment: January 27, 1998

On this date before me, a Notary Public, personally appeared Elizabeth Cartlidge, known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that she executed the same.

Signature of Notary Public:



Notary Expiration Date:

7-4-98



CARRIE LEE
My Commission CC389658
Expires Jul. 04, 1998
Bonded by HAI
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Scenic Lawns

2873 Waverly Falls Ct.
Jacksonville, FL 32224
904-499-8440

January 27, 1998

I hereby am familiar with and accept the duties and responsibilities as registered agent for the said corporation, Scenic Lawns Inc.



John D. Cartledge
Owner, Scenic Lawns

JDC/emc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA