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CERTIFIED LEGAL ASSISTANT
DIANNE S. GREEN

CHIPLEY, FLORIDA 32428

E-MAIL ADDRESS:
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January 17, 2001

Secretary of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

500003562875--4
-01/22/01--01102--018
****122.50 *****78.75

Re: TOP NOTCH OUTDOOR SERVICES, INC.

Dear Sir:

Enclosed is an original and one copy, each, of the Articles of Incorporation and Designation of Registered Agent for the above-named corporation.

Also enclosed is our check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee:	\$35.00
Certified Copy:	\$52.50
Registered Agent Fee:	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your assistance in this matter will be greatly appreciated.

Sincerely,

Colby Peel (dgg)

Colby Peel

Enclosures

T. Burch

JAN 23 2001

**ARTICLES OF INCORPORATION
OF
TOP NOTCH OUTDOOR SERVICES, INC.**

Section I

The name of this corporation shall be **TOP NOTCH OUTDOOR SERVICES, INC.**

Section II

The purpose of the business is to engage in the business of lawn maintenance and tree services and to engage in activity or business permitted under the laws of the United States and the State of Florida. Further, to enter into any arrangement with any governmental authorities, local, state or national, or any person, firm or corporation that may seem conducive to the corporation's object, or any of them, and to obtain from such governmental authorities, persons, firms or corporations such rights, privileges, franchises or concession which the corporation may deem desirable to obtain, and which may seem conducive to the objects of the corporation; generally, to undertake and transact any business of capitalists, financial agents, manufacturers' representatives, trustees or promoters, which may seem conducive to any of the objects of the corporation; and to exercise any and all of the powers of corporations as authorized by Section 607, Florida Statutes.

Section III

Common Stock - That the maximum number of share of common capital stock, non-cumulative, which the corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of one dollar (\$1.00) par value with the right to increase the number of outstanding shares as provided by the Laws of Florida.

Section IV

The amount of capital which the corporation shall begin business is \$500.00.

Section V

The corporation shall have perpetual existence.

Section VI

The principal office of the corporation shall be 2153 Highway 90, Chipley, Florida, 32428.

Section VII

The Board of Directors shall be composed of one (1) member.

Section VIII

The name and post office address of the Member of the first Board of Directors who shall hold office for the first year of the existence of the corporation or until his successor(s) are elected or appointed and have qualified, is as follows:

<u>Name</u>	<u>Post Office Address</u>
Kevin Morris Social Security Number: 594-24-4681	2153 Highway 90 Chipley, Florida 32428

Section IX

The name and post office address of the first officers of the corporation who shall hold office for the first year of the existence of said corporation or until his successor(s) are elected or appointed and have qualified, are as follows:

Name

Post Office Address

President/Secretary/Treasurer:

Kevin Morris
Social Security Number: 594-24-4681

2153 Highway 90
Chipley, Florida 32428

Section X

The name and post office address of the subscriber to these Articles of Incorporation and number of shares on non-cumulative capital stock which he agrees to take are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
Kevin Morris Social Security Number: 594-24-4681	2153 Highway 90 Chipley, Florida 32428	500

Section XI

In addition to the inherent powers and privileges granted to and conferred upon corporations by the Laws of the State of Florida, this corporation shall have the following powers:

1. To acquire, purchase, own, sell or otherwise dispose of stocks, bonds, mortgages, securities, notes and commercial paper of governments, firms, corporation and individuals.

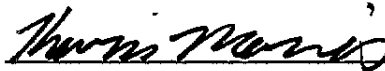
2. To borrow money and contract debts upon such terms as it desires; to execute such mortgages or other instruments encumbering its property to secure the payment of its obligations as may be desires.

3. To own, hold, purchase, lease or otherwise acquire real estate or any interest therein and to sell or otherwise dispose of the same.

4. To appoint such officers and agents as the affairs of the corporation may be required.

5. To do anything necessary and proper for the accomplishment of the objects of the corporation or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful activity necessary to or incidental to the attainment of the objects of the corporation.

I, the undersigned, for the purpose of forming a corporation under Florida Statutes, do make and file this Certificate of Incorporation, declaring and certifying that the facts stated therein are true, and I agree to take the number of shares of capital stock set forth opposite my name in Section X of these Articles of Incorporation.



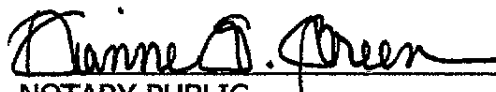
KEVIN MORRIS

STATE OF FLORIDA
COUNTY OF WASHINGTON:

BEFORE ME, the undersigned authority, personally appeared KEVIN MORRIS, personally known to me and who, by me first being duly sworn, did depose, and say that he is 18 years of age or more, sui juris, or otherwise competent to swear oaths and execute acknowledgments and, further, that he has carefully read the foregoing Articles of Incorporation and that each and every allegation contained therein is true, correct, and accurate.

Further Affiant sayeth not.

Sworn to and subscribed before me this 17th day of January, 2001.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

Pursuant to Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections;

TOP NOTCH OUTDOOR SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Chipley, County of Washington, State of Florida, has named **KEVIN MORRIS** as its Resident Agent to accept service of process within this State, who is located at the following address: **2153 HIGHWAY 90, CHIPLEY, FLORIDA, 32428**.

Having been named as the registered agent for the above corporation for the purposes of accepting service of process at the registered office designed in this certificate, I hereby accept such appointment and agree to act in such capacity. I hereby am familiar with and accept the duties and responsibilities as registered agent of such office as provided for in Florida Statute Section 607.0505. I agree to comply with the provisions of said Section relative to keeping open the registered office.


KEVIN MORRIS
Registered Agent

STATE OF FLORIDA
COUNTY OF WASHINGTON:

BEFORE ME, the undersigned authority, personally appeared **KEVIN MORRIS**, personally known to me and who, by me first being duly sworn, did depose, and say that he is 18 years of age or more, sui juris, or otherwise competent to swear oaths and execute acknowledgments, and further that he has carefully read the foregoing and that each and every allegation contained therein is true, correct, and accurate.

Further Affiant sayeth not.

Sworn to and subscribed before me this 17th day of January, 2001.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



Dianne S. Green
MY COMMISSION # CC958191 EXPIRES
August 1, 2004
BONDED THRU TROY FAIN INSURANCE, INC.