

F95000006145

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

Dec. 4, 1995

SUBJECT: Buckeye Lawn Care of Florida, Inc.
(Name of corporation - must include suffix)

200001666372
-12/20/95--01018--020
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Alan C. Eidsness
(Name of Person)

Henson & Efron, P.A.
(Firm/Company)

400 Second Ave. So., Suite 1200
(Address)

Minneapolis, MN 55401
(City/State/Zip)

W95-23961

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DIVISION OF CORPORATIONS
95 DEC 18 AM 10:13

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Should you need to call someone concerning this matter, please call:

Alan C. Eidsness at (612) 339-2500
(Name of Person) (Area Code & Daytime Telephone Number)

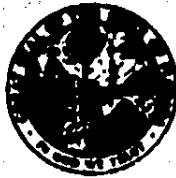
COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Name conflict
K82673



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 7, 1995

ALAN C. EIDSNESS
HENSON & EFRON, P.A.
400 SECOND AVE. SO., SUITE 1200
MINNEAPOLIS, MN 55401

SUBJECT: BUCKEYE LAWN CARE OF FLORIDA, INC.
Ref. Number: W95000023961

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We have received your document for BUCKEYE LAWN CARE OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

We will hold your fictitious name application until the application for authorization is filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 395A00053225

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned David B. Kuhlman, do hereby certify
that this Resolution of the Board of Directors of Buckeye Lawn Care of Florida, Inc.
a corporation duly organized and existing under the laws of the State of Minnesota
was duly adopted on November 20, 19 95.

Resolved, that Buckeye Lawn Care of Florida, Inc., organized
and existing in the State of Minnesota, hereby adopts the
name Buckeye Lawn Care of Minnesota, Inc.
Barefoot Grass Lawn Service, Inc. for use in Florida.
C/o Linda Daniels

Dated: December 14, 1995

David B. Kuhlman
Signature of at least one director
David B. Kuhlman

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Buckeye Lawn Care of Florida, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Minnesota
(State or country under the law of which it is incorporated)
3. 41-1817903
(FEI number, if applicable)
4. 7-31-95
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. No business has been transacted to date
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. c/o Henson & Efron, P.A., 1200 Title Insurance Building, Minneapolis, MN 55401
(Current mailing address)
8. General business purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)
Name: David B. Kuhlman
Office Address: 5100 S. Cleveland Ave., Ste. 318-192
Fort Myers, Florida, 33907
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

David B. Kuhlman
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Director
Chairman: David Kuhlman

Address: 5100 S. Cleveland Ave., Ste. 318-192

Vice Chairman: Fort Myers, FL 33907

Address:

Director: Michael R. Knox

Address: 4 Grove Street

Minneapolis, Minnesota 55401

Director: Linnea Van Dyne

Address: 5337 Panda Bear Circle

East Lansing, MI 48823

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: David Kuhlman

Address: 5100 S. Cleveland Ave., Ste. 318-192

Fort Myers, FL 33907

Vice President: Linnea Van Dyne

Address: 5337 Panda Bear Circle

East Lansing, MI 48823

Secretary: David Kuhlman

Address: 5100 S. Cleveland Ave., Ste. 318-192

Fort Myers, FL 33907

Treasurer: David Kuhlman

Address: 5100 S. Cleveland Ave., Ste. 318-192, Fort Myers, FL 33907

See attachment

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. David B. Kuhlman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David B. Kuhlman, President
(Typed or printed name and capacity of person signing application)

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B. OFFICERS
(continuation)

Vice President: Michael R. Knox

Address: 4 Grove Street

Minneapolis, MN 55401

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State of Minnesota

SECRETARY OF STATE

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Certificate of Good Standing

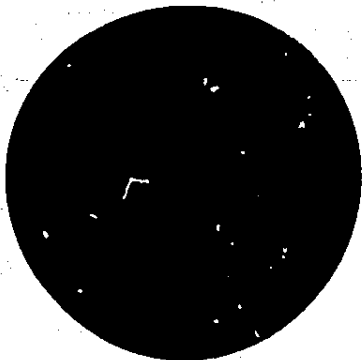
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Buckeye Lawn Care of Florida, Inc.

Date Formed: 07/31/1995

Chapter Governed By: 302A

This certificate has been issued on 11/21/95.



Joan Anderson Grove
Secretary of State.