

F980000006245

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

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

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:

Janice C. McGough
(Name of Person)

Florida Evergreen Lawn Care, Inc.
(Firm/Company)

5830 Estes Lane
(Address)

Wesley Chapel, FL 33544
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

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

Janice McGough at (813) 991-5716
(Name of Person) (Area Code & Daytime Telephone Number)

W98-22662

STREET ADDRESS:

Qualification/Tax Lien Section
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

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 5, 1998

JANICE C. MCGOUGH
FLORIDA EVERGREEN LAWN CARE, INC.
5830 ESTATES LANE
WESLEY CHAPEL, FL 33544

SUBJECT: FLORIDA EVERGREEN LAWN CARE, INC.
Ref. Number: W98000022662

We have received your document for FLORIDA EVERGREEN LAWN CARE, 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:

I am returning the certificate of incorporation as this office requires a foreign corporation to submit an original "certificate of existence" issued by the Delaware Secretary of State within the last 90 days. Please contact the Delaware Secretary of State to request such certificate.,

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 (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 998A00049519

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TALLAHASSEE, FLORIDA

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

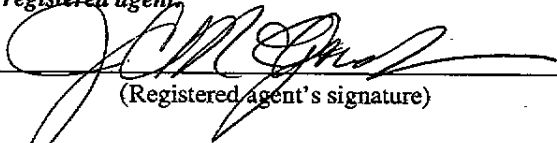
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Florida Evergreen Lawn Care, 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. Delaware 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08-25-98 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 08-25-98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5830 Estes Lane
Wesley Chapel, FL 33544
(Current mailing address)
8. lawn care
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Janice M'Gough
Office Address: 5830 Estes Ln.
Wesley Chapel, Florida, 33544
(Zip code)

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TALLAHASSEE, FLORIDA

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.


(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.

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)

Chairman: Janice C. McGough

Address: 5830 Estes Ln.

Wesley Chapel, FL 33544

Vice Chairman: Christopher P. McGough

Address: 5830 Estes Ln

Wesley Chapel, FL 33544

Director: Linda C. Morris

Address: 4111 Joyful Ln

Zephyrhills, FL 33541

Director: _____

Address: _____

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

President: Janice C. McGough

Address: 5830 Estes Ln

Wesley Chapel, FL 33544

Vice President: Christopher P. McGough

Address: 5830 Estes Ln

Wesley Chapel, FL 33544

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13. Janice C. McGough 10/2/98
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Janice C. McGough, Chairman and President
(Typed or printed name and capacity of person signing application)

ACTION OF SOLE INCORPORATOR
FLORIDA EVERGREEN LAWN CARE, INC.

The undersigned, without a meeting, being the sole incorporator of the Corporation, does hereby elect the persons listed below to serve as directors of the corporation until the first annual meeting of shareholders and until their successors are elected and qualify:

JANICE C. MCGOUGH
LINDA C. MORRIS


Stacie Keffer
Incorporator

Dated: August 25, 1998

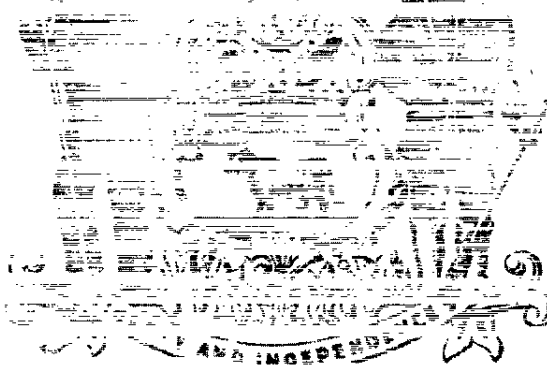
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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLORIDA EVERGREEN LAWN CARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1998.



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SECRETARY OF STATE
DELAWARE

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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE: 9365701

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