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ACCOUNT NO. : 072100000032

REFERENCE : 019431 009010

AUTHORIZATION :

COST LIMIT : 4 PPD

ORDER DATE : January 25, 1996

ORDER TIME : 11:13 AM

ORDER NO. : 019431

CUSTOMER NO: 009010

CUSTOMER: John Paul Parks, Esq
MENDEL CRITTON & PARKS

5300 S. Florida Avenue

Lakeland, FL 33813

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RECEIVED
96 JAN 25 PM 1:14
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: LAKELAND CLEAN AND BEAUTIFUL,
INC.

FILED
96 JAN 25 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PHOTO STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JUD

EXAMINER'S INITIALS:

T. BROWN JAN 26 1996

ARTICLES OF INCORPORATION
OF
LAKELAND CLEAN AND BEAUTIFUL, INC.

FILED
96 JAN 25 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation not for profit under Chapter 617 of the Florida Statutes, does ordain and establish these Articles of Incorporation.

ARTICLE I.

The name of the corporation is LAKELAND CLEAN AND BEAUTIFUL, INC.

ARTICLE II.

The street address of the corporation is 501 Evelyn Avenue, Lakeland, Florida 33801, and the mailing address of the corporation is 501 Evelyn Avenue, Lakeland, Florida 33801.

ARTICLE III.

The purposes for which the corporation is organized are to combat community deterioration, to lessen the burdens of government, and to promote the social welfare by establishing and maintaining a continuing litter prevention program utilizing the Keep America Beautiful System, a behavioral approach to changing attitudes and habits about proper solid waste handling, by investigating, studying, developing, and proposing plans to bring about community appearance improvements for the beautification of the City of Lakeland, Florida, and vicinity, and by promoting the public interest in the maintenance of a clean and beautiful environment.

ARTICLE IV.

The corporation shall have one or more classes of members. The designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of members, to the extent not inconsistent with the provisions of these Articles of Incorporation, shall be as set forth in the By-laws of the corporation.

ARTICLE V.

The initial directors of the corporation shall be appointed by the incorporator of the corporation. Thereafter directors shall be elected annually by the Board of Directors of the corporation.

ARTICLE VI.

The street address of the corporation's initial registered office is c/o Wendel, Chritton & Parks, Chartered, 5300 South Florida Avenue, Lakeland, Florida 33813, and the name of its registered agent at that address is John Paul Parks.

ARTICLE VII.

The name and address of the sole incorporator of the corporation is John Paul Parks, c/o Wendel, Chritton & Parks, Chartered, 5300 South Florida Avenue, Lakeland, Florida 33813.

ARTICLE VIII.

(a) No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual.

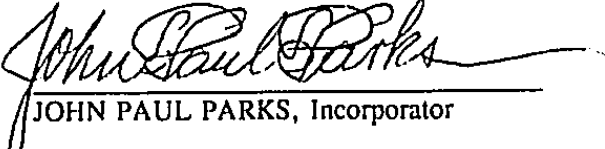
(b) The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code.

(c) In the event of the dissolution of the corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively.

ARTICLE IX.

These Articles of Incorporation may be amended by a two-thirds vote of the entire membership of the board of directors of the corporation. The initial bylaws of the corporation shall be adopted by a majority of those directors present at a meeting of the board of directors at which a quorum is present, but the bylaws shall not thereafter be altered, amended, or repealed except by a two-thirds vote of those directors present at a meeting of the board of directors at which a quorum is present.

IN TESTIMONY WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of January, A.D. 1996.


JOHN PAUL PARKS, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, JOHN PAUL PARKS, having been named to serve as Registered Agent for LAKELAND CLEAN AND BEAUTIFUL, INC., do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 24th day of January, A.D. 1996.


JOHN PAUL PARKS

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