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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/02/00--01008--007
*****70.00 *****70.00

SUBJECT: David Pearce Lawn Care, Inc.
(Proposed corporate name)

Enclosed are an original and one (1) copy of the articles of incorporation and a check payable to "Department of State" in the amount of \$70.00.

FROM: Terry J. Hood, CPA
427 North 3rd Street
Jacksonville Beach, FL 32250
Phone: (904) 246-0713
Fax : (904) 246-8641

FILED
00 FEB -2 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PV 2/2

**ARTICLES OF INCORPORATION
OF
DAVID PEARCE LAWN CARE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is: **DAVID PEARCE LAWN CARE, INC.**

ARTICLE II

The purpose or purposes for which the Corporation is organized are to engage in any activity of business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The Corporation's principal office and mailing address is 1398 Main Street, Atlantic Beach, FL 32233, and the name of the initial Registered Agent is David Pearce, whose address is 1398 Main Street, Atlantic Beach, FL 32233.

ARTICLE IV

The total number of shares of which the Corporation shall have the authority to issue is 1,000 shares of Capital Stock, and the par value of each share shall be \$1.00.

ARTICLE V

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

ARTICLE VI

The duration of the Corporation shall be perpetual.

ARTICLE VII

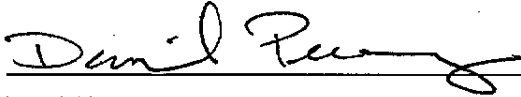
The initial Board of Directors shall consist of one member who need not be a resident of the State of Florida nor a Shareholder of the Corporation.

The name and address of the person who shall serve as the Director until the first annual meeting of shareholders, or until his successor shall have been elected and qualified is as follows:

David Pearce

1398 Main Street
Atlantic Beach, FL 32233

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation on this, the 2ND day of JANUARY, 2000.



David Pearce

STATE OF FLORIDA, COUNTY OF DUVAL, To Wit:

Before me, the undersigned authority, personally appeared David Pearce, who is to me well known to be the person described in and who subscribed to the Articles of Incorporation, and that he did freely and voluntarily acknowledge before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my Hand and Official Seal at Jacksonville Beach, Duval County, Florida, this 2ND day of JANUARY, 2000.

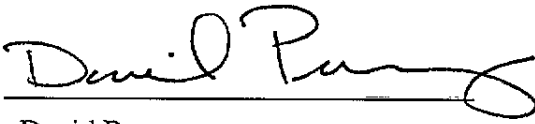


Notary Public

JEANETTE D. GUFFORD
NOTARY PUBLIC STATE OF FLORIDA
MY COMM. EXPIRES SEPTEMBER 19, 2002
COMM. NO. CC 760478

ACCEPTANCE

I, the undersigned, being a citizen of Atlantic Beach, Duval County, Florida, do hereby accept the designation of Registered Agent of the above-named Corporation.

A handwritten signature in black ink, appearing to read "David Pearce", written over a horizontal line.

David Pearce

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA