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February 17, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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-02/21/00--01115--020
*****70.00 *****70.00

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-02/21/00--01115--021
*****8.75 *****8.75


RE: Lawn Pro Lawn Care & Maintenance, Inc.

To Whom it May Concern:

Enclosed with this letter are two original Articles of Incorporation for the incorporation of Lawn Pro Lawn Care & Maintenance, Inc., along with a corporation filing fee of \$70.00, as well as \$8.75 to certify the document. Please file the Articles of Incorporation, stamp the extra enclosed copy of the Articles of Incorporation, and return them to me in the enclosed envelope at your earliest convenience.

Thank you for your attention to this matter, and please do not hesitate to contact me should you have any questions regarding this matter.

Yours very truly,


Douglas A. Booher

DAB/pl

Enclosures

\\User\DBOOHER\LawnPro\SecState Ltr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 21 AM 10:52

2/24/00

EFFECTIVE DATE

2/16/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 FEB 21 AM 10:52

**ARTICLES OF INCORPORATION
OF
LAWN PRO LAWN CARE & MAINTENANCE, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I

Name

Section 1.1. Name. The name of this corporation shall be **Lawn Pro Lawn Care & Maintenance, Inc.**

Article II

Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 12421 Cliff Swallow Court, Jacksonville, Florida 32225.

Article III

Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$10.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Preemptive Rights. Shareholders shall have no preemptive rights.

Section 3.4. Cumulative Voting. Cumulative voting shall not be permitted.

Article IV

Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Douglas A. Booher, Esq.
Baumer, Bradford & Walters, P.A.
50 N. Laura Street, Suite 2200
Jacksonville, Florida 32202

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Douglas A. Booher, Esq.
Baumer, Bradford & Walters, P.A.
50 N. Laura Street, Suite 2200
Jacksonville, Florida 32202

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, February 16, 2000, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than one (1).

Section 8.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

Mr. Jeffrey J. Nolan
12421 Cliff Swallow Court
Jacksonville, FL 32225

Mrs. Catherine L. Nolan
12421 Cliff Swallow Court
Jacksonville, FL 32225

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX
Amendment

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 11th day of February, 2000.



DOUGLAS A. BOOHER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 21 AM 10:52

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

Lawn Pro Lawn Care & Maintenance, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates **DOUGLAS A. BOOHER** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 N. Laura Street, Suite 2200, Jacksonville, Florida 32202.

DATED this 16th day of February, 2000.



DOUGLAS A. BOOHER

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

DATED this 16th day of February, 2000.



DOUGLAS A. BOOHER