

P00000028422

LAW OFFICES
NEILL, GRIFFIN, JEFFRIES, FOWLER, TIERNEY & NEILL

CHARTERED
311 SOUTH SECOND STREET
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FORT PIERCE, FLORIDA 34950

RICHARD V. NEILL
CHESTER B. GRIFFIN
MICHAEL JEFFRIES
MICHAEL D. FOWLER
J. STEPHEN TIERNEY, III
RICHARD V. NEILL, JR.
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March 13, 2000

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

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FILED
00 MAR 14 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Always Green Total Lawn Care, Inc.

Gentlemen:

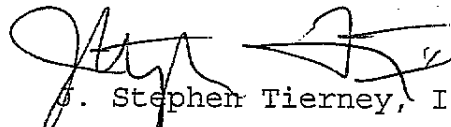
Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, certify and indicate the filing date on the copy, and return the certified copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

- A. Articles Of Incorporation filing fee: \$ 35.00
 - B. Certified copy of Articles Of Incorporation: 8.75
 - C. Registered Agent Designation Filing Fee: 35.00
- \$ 78.75

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,


J. Stephen Tierney, III

JST/jw
Enclosures

EFFECTIVE DATE
04-01-00



ARTICLES OF INCORPORATION
OF
ALWAYS GREEN TOTAL LAWN CARE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is ALWAYS GREEN TOTAL LAWN CARE,
INC.

ARTICLE II - DURATION

EFFECTIVE DATE
04-01-00

This corporation shall exist perpetually commencing as of
April 1, 2000.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business for which corporations may
be organized under the Florida General Corporation Law.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue One
Thousand Two Hundred (1,200) shares of common stock having a par
value of ONE AND NO/100 DOLLAR (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 837 SW 33rd Street, Palm City, Florida 34990 and
the name of the initial registered agent of this corporation at
that address is Brian Lars Mosley. The mailing address of the
corporation is the same.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Brian Lars Mosley	837 SW 33rd Street Palm City, FL 34900
Mary L. Mosley	137 NW Bentley Circle Port St. Lucie, FL 34986
Aquilles Maruri	3217 SW Ronlea Court Port St. Lucie, FL 34953

ARTICLE VII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

Brian Lars Mosley	837 SW 33rd Street Palm City, FL 34900
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ARTICLE VIII - OFFICERS

The following named persons shall be officers of this corporation from its inception and until their successors are duly elected and qualified:

Mary L. Mosley	President
Aquiles Maruri	Vice President
Brian Lars Mosley	Secretary/Treasurer

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

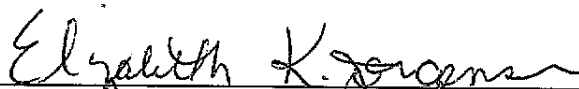
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of March, 2000.

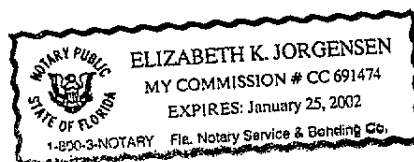

Brian Lars Mosley

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Brian Lars Mosley, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation, that I relied upon the following form of identification his FL drivers license

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13th day of March, 2000.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.
Elizabeth K. Jorgensen
(Print Name)
MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

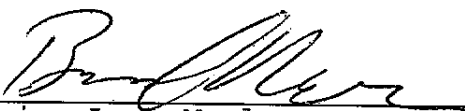
In accordance with the provisions of Chapter 48.091, Florida Statutes, ALWAYS GREEN TOTAL LAWN CARE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Palm City, County of Martin, State of Florida, has named Brian Lars Mosley, whose address is 837 SW 33rd Street, Palm City, FL 34990 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED:

3/13/00


Brian Lars Mosley

00 MAR 14 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED