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March 24, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32304

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-03/28/00--01059--011
*****78.75 *****78.75

RE: MORRIS PADGETT LAWN CARE & SERVICES, INC.

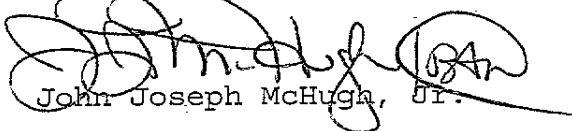
Gentlemen and Ladies:

I am enclosing an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the following fees:

Filing Fee	\$70.00
Certified Copy	\$ 8.75
=====	
Total	\$78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,


John Joseph McHugh, Jr.

JJM:bam
Enclosures as noted

FILED
00 MAR 28 PM 6:18
STATE DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MORRIS PADGETT LAWN CARE & SERVICES, INC.

FILED
00 MAR 28 PM 6:18
RECORDING OFFICE OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is: MORRIS PADGETT LAWN CARE & SERVICES, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is:

7,500 shares of Common stock having a par value of \$1.00 per share.

The Shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The initial address of the principal office of this corporation is 4016 62nd Avenue, Vero Beach, Florida 32966. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1), nor more than ten (10). The name and address of the directors constituting the the initial Board of Directors are:

Name	Address
Jacqueline Sue Padgett	4016 62nd Avenue Vero Beach, Florida 32966
Morris Padgett	4016 62nd Avenue Vero Beach, Florida 32966

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

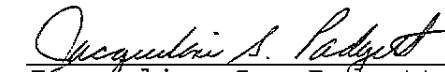
Name	Address
Jacqueline Sue Padgett	4016 62nd Avenue Vero Beach, Florida 32966

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 333 17th Street, Suite U, Vero Beach, Florida 32960, the registered agent at that same address is John J. McHugh, Jr.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.



Jacqueline Sue Padgett
Incorporator

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

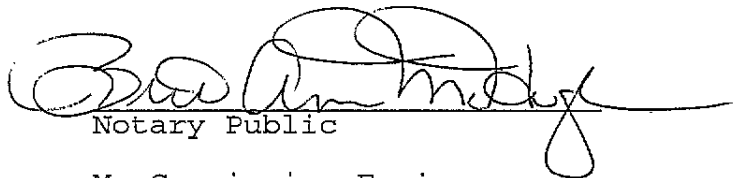
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00 MAR 28 PM 6:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared
Jacqueline Sue Padgett, known to me to be the person who executed
the foregoing Articles of Incorporation, and she acknowledged
before me that she executed these Articles of Incorporation, and
produced drivers license as identification.

WITNESS my hand and official seal in the County and
State named above, this 1st day of March, 2000.



Beth Ann McHugh
My Commission CC810318
Expires February 4, 2001

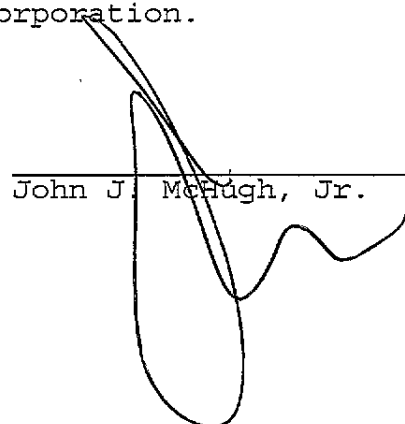

Notary Public

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as the initial registered
agent of MORRIS PADGETT LAWN CARE & SERVICES, INC., at the place
designated in the Articles of Incorporation.

Date: 3-1-2000


John J. McHugh, Jr.