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Janet Greenleaf, Paralegal
Renet McCall, Paralegal
Ray Miller, Paralegal

May 4, 2000

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*****78.75 *****78.75

Florida, Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Grounds Maintenance Corp.
Corporation Filing

Dear Sir/Madam:

Enclosed herewith is the original and a copy of the Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing our firm check in the amount of \$78.75, which represents the fees and charges for filing the Articles of Incorporation.

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

Very truly yours,

Barbara J. Lambert
Barbara Lambert, Legal Secretary

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Enclosures

FILED
00 MAY - 8 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAY 10 2000

ARTICLES OF INCORPORATION
OF
GROUNDS MAINTENANCE CORPORATION

FILED
00 MAY -8 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be GROUNDS MAINTENANCE CORPORATION.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000, \$1.00 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Jane Broughton
3270 Canoe Creek Rd.
St. Cloud, FL 34772

Susan Giep
5875 Jones Rd.
St. Cloud, FL 34771.

ARTICLE VIII. 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.

ARTICLE IX. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 3270 Canoe Creek Rd., St. Cloud,
Florida 34772

ARTICLE X. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 1400 W. Oak St., Suite A, Kissimmee, FL 34741.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: S. Craig Wakefield.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporators are:


Jane Broughton
3270 Canoe Creek Rd.
St. Cloud, FL 34772

Susan Giep
5875 Jones Rd.
St. Cloud, FL 34771.

ARTICLE XII. AMENDMENT


This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


JANE BROUGHTON - Incorporator


SUSAN GIEP--Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of GROUNDS MAINTENANCE CORPORATION. I hereby state that I am familiar with and accept

the duties and responsibilities as registered agent for GROUNDS MAINTENANCE CORPORATION.

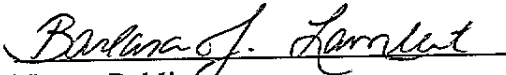

S. Craig Wakefield - Registered Agent

FILED
00 MAY - 8 PM 1:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State Of Florida


County Of Osceola

On April 24, 2000, S. Craig Wakefield, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of GROUNDS MAINTENANCE CORPORATION.


Notary Public

Barbara J. Lambert
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

 Barbara J Lambert
My Commission CC708268
Expires January 14, 2002

(SEAL)

State Of Florida
County Of Osceola

On April 24, 2000, Jane Broughton, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of GROUNDS MAINTENANCE CORPORATION.

Barbara J Lambert
Notary Public



Barbara J Lambert
My Commission CC708268
Expires January 14, 2002

Barbara J. Lambert
(Notary Public - Printed Or Typed Name)

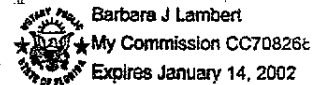
Commission Expiration Date & Commission Number:

(SEAL)

State Of Florida
County Of Osceola

On April 24, 2000, Susan Giep, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of GROUNDS MAINTENANCE CORPORATION.

Barbara J Lambert
Notary Public



Barbara J. Lambert
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

Articles Of Incorporation Of GROUNDS MAINTENANCE CORPORATION