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TRANSMITTAL LETTER

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: YardSmart, Inc.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLE OF
INCORPORATION AND OUR CHECK FOR \$ 70.00.

FROM:

TOM WILLIAMS
1409 KINGSLEY AVENUE, SUITE 1B
ORANGE PARK, FL 32073
(904) 278-5566

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 20 AM 8:50

FILED

F. CHESLER JUL 2 5 2000

ARTICLES OF INCORPORATION

OF

YardSmart, Inc.

FILED
00 JUL 20 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE: **YardSmart, Inc.**

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

303 BLANDING BOULEVARD
ORANGE PARK, FL 32073

ARTICLE III CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS: 1000 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

THOMAS O. McCLAIN
1069 BIRCHWOOD DRIVE
ORANGE PARK, FL 32065

ARTICLE V INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS(ARE) :

THOMAS O. McCLAIN
1069 BIRCHWOOD DRIVE
ORANGE PARK, FL 32065

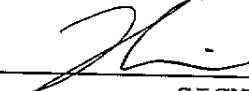
KEVIN M. CUNNINGHAM
1069 BIRCHWOOD DRIVE
ORANGE PARK, FL 32065

THOMAS J. PARSON
1069 BIRCHWOOD DRIVE
ORANGE PARK, FL 32065

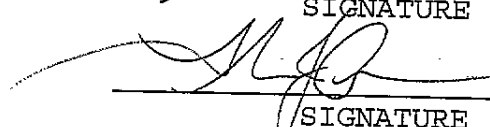
THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 17th DAY OF July, 2000.



SIGNATURE



SIGNATURE



SIGNATURE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA..

1. THE NAME OF THE CORPORATION IS: **YardSmart, Inc.**

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

THOMAS O. McCLAIN
1069 BIRCHWOOD DRIVE
ORANGE PARK, FL 32065

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 20 AM 8:58

FILED

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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.

SIGNATURE



DATE

7/17/00