

H. Stephen Hillebrand
Attorney at Law

46 North Washington Blvd.
Suite 25B
Sarasota, Florida 34236

Phone (941) 365-5900

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July 25, 2000

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Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Imperial Lawn and Tree Services, Inc.

Dear Sir/Madam:

Please find enclosed original Articles of Incorporation
and a check for \$122.50 to cover the following for the above-
referenced corporation:

Filing fees	\$35.00
Certified copy	52.50
Registered Agent designation	35.00

Thank you.

Sincerely,

Karen LaMotte

Karen LaMotte, Secretary to
H. STEPHEN HILLEBRAND

/kl
Enclosure

FILED
00 JUL 31 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FL 32314

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ARTICLES OF INCORPORATION
OF
IMPERIAL LAWN AND TREE SERVICES, INC.

FILED
00 JUL 31 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: IMPERIAL LAWN AND TREE SERVICES, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 750 shares of common stock with a par value of \$10.00 a share. The Board of Directors may dispose of the authorized but unissued stock from time to time.

ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - RESTRICTIONS ON TRANSFER

All of the issued and outstanding shares of this corporation may be made subject to

restrictions on transferability by agreement among the holders of said shares. A copy of any such agreement shall be kept in the file at the principal office of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during the business hours.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is: 46 N. Washington Blvd., Suite 20, Sarasota, FL, 34236, and the name of the initial registered agent at such address is H. Stephen Hillebrand.

ARTICLE VIII - DIRECTORS

This corporation shall have two directors initially. The number shall be fixed by the by-laws and may be changed from time to time. The name and address of each member of the first board of directors is:

Alison M. Lewis
P.O. Box 3585
Sarasota, FL 34230

Frank R. Herbold, Jr.
P.O. Box 3585
Sarasota, FL 34230

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporators are: Alison M. Lewis, P.O. Box 3585, Sarasota, FL, 34230, and Frank R. Herbold, Jr., P.O. Box 3585, Sarasota, FL, 34230.

ARTICLE X - COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence on the date of acceptance and approval by the Secretary of State and the assignment of its charter number.

ARTICLE XI - PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The Corporation's principal office is located at 966 LaCosta Cir., #5, Sarasota, FL,

34237. The mailing address of the Corporation is P.O. box 3585, Sarasota, FL, 34230.

IN WITNESS WHEREOF, the Incorporator has subscribed his name this 25 day of

July, 2000.


FRANK R. HERBOLD, JR.


ALISON M. LEWIS

STATE OF FLORIDA
COUNTY OF SARASOTA

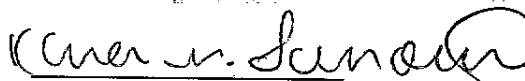
The foregoing instrument was acknowledged before me this 25th day of JULY, 2000, by FRANK R. HERBOLD, JR. AND ALISON M. LEWIS, who are personally known to me or who have furnished H.G. D.C. as identification.

WITNESS my hand and seal in the County and State last aforesaid, this 25th day of JULY, 2000.



Karen M. Lamotte
Commission # OC 828229
Expires June 6, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

My commission expires.


Notary Public

ACCEPTANCE

HAVING been named as registered agent for Imperial Lawn & Tree Services, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 25 day of July, 2000.


H. STEPHEN HILLEBRAND