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TRANSMITTAL LETTER

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

FILED
01 MAR 26 AM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Secretary of State:

SUBJECT: DISTINCTIVE LAWN CARE, INC.

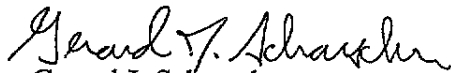
Enclosed is an original and one(1) copy of the articles of incorporation of:


DISTINCTIVE LAWN CARE, INC.

200003910372--4
-03/26/01--01114--040
*****70.00 *****70.00

Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as: **Distinctive Lawn Care, Inc.** is appreciated.

Respectfully,


Gerard J. Scharschu
12700 Guilford Circle
Wellington, FL 33414
561-792-8886


Jaime S. Chorvas
1842 Staimford Circle
Wellington, FL 33414
561-753-9159

F. CHESLER

MAR 30 2000

ARTICLES OF INCORPORATION

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: **DISTINCTIVE LAWN CARE, INC.**

ARTICLE II

The principal place of business/mailing address is:

12700 Guilford Circle
Wellington, FL 33414

ARTICLE III

The purpose for which the corporation is organized is the transaction of any or all-lawful business for which corporations may be incorporated under the Florida Corporations Act.

ARTICLE IV

This corporation is authorized to issue 100 shares of No Par Value Common Stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE V

This corporation shall have at least two directors initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The names and addresses of the initial directors of this corporation are:

Name
Gerard J. Scharschu

Mailing Address
12700 Guilford Circle
Wellington, FL 33414

Jaime S. Chorvas

1842 Staimford Circle
Wellington, FL 33414

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TALLAHASSEE, FLORIDA

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ARTICLE VI

The street address and mailing address of the initial principal registered office is: 1842 Staimford Circle, Wellington, FL 33414, and the name of its initial registered agent of this corporation is: Jaime S. Chorvas

ARTICLE VII

The name and address of the Incorporator for this corporation is:

Gerard J. Scharschu
12700 Guilford Circle
Wellington, FL 33414

ARTICLE VIII

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE IX

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Jaime S. Chorvas
Jaime S. Chorvas - Registered Agent

3-21-01
Date

Gerard J. Scharschu
Gerard J. Scharschu - Incorporator

3-21-01
Date

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