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Law Offices of  
Voigt & Voigt, P.A.  
Attorneys at Law

2042 Bee Ridge Road  
Sarasota, Florida 34239

Telephone (941) 925-2324  
Fax (941) 921-2047

August 24, 2001  
VIA OVERNIGHT DELIVERY

Florida Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

400004557964--2  
-08/27/01--01089--027  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: QUALITY CARE LAWNS, INC.

Dear Sir/Madam:

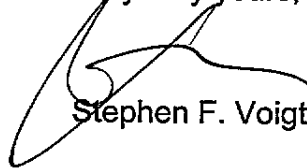
I have enclosed for your review and filing the original and one (1) copy of the Articles of Incorporation for QUALITY CARE LAWNS, INC., and a check in the amount of \$78.75 payable to The Florida Department of State for the following:

Filing Fee for Articles of Incorporation, F.S.	\$35.00
Filing Fee for Resident Agent F.S.	\$35.00
Certificate of Good Standing	8.75
TOTAL:	\$78.75

Please return a copy of the Articles of Incorporation and the original Certificate of Good Standing to this office.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

  
Stephen F. Voigt, Sr.

SFVsr/mmz  
Enclosures

01 AUG 27 AM 10:03  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BS 8/28/01

ARTICLES OF INCORPORATION  
OF  
QUALITY CARE LAWNS, INC.

FILED  
01 AUG 27 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is QUALITY CARE LAWNS, INC.

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN HUNDRED FIFTY (750) SHARES of ONE DOLLAR (\$1.00) PAR VALUE per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is SCOTT DARNER, 5211 Cedar Hammock Court, Sarasota, FL 34232.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and the initial registered agent of office of the registered agent of this corporation is STEPHEN F. VOIGT, ESQ., of VOIGT & VOIGT, P.A. and that address is **2042 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.**

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have no directors.

ONE HUNDRED PERCENT (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

**SCOTT DARNER**  
5211 Cedar Hammock Court  
Sarasota, FL 34232

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

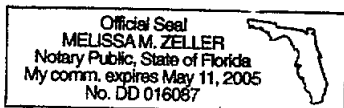
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of August, 2001.

Scott Darnen  
SCOTT DARNER

STATE OF FLORIDA     }  
COUNTY OF SARASOTA } ss.

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of August, 2001 by **SCOTT DARNER**, who is personally known to me or who has produced a Driver's License as identification and who did take an oath.

MY COMMISSION EXPIRES:



Melissa M. Zeller  
Notary Public  
Print Name

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

VOIGT & VOIGT, P.A.

BY: Stephen F. Voigt, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA