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FILED
01 SEP -5 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 457841 7284431

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : September 4, 2001

ORDER TIME : 2:21 PM

ORDER NO. : 457841-001

CUSTOMER NO: 7284431

700004571627--4

CUSTOMER: Mr. Terry A. Smith
Mr. Terry A. Smith

15413-3 Plantation Oaks Drive

Tampa, FL 33647

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 SEP -5 PM 4:43

NOTED
TO AGENCY OF FILING
SUFFICIENT

DOMESTIC FILING

NAME: TOUCH & GROW LAWN CARE
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

TOUCH & GROW LAWN CARE SERVICES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TOUCH & GROW LAWN CARE SERVICES, INC.

The address of the principal office of this corporation shall be 15413-3 Plantation Oaks Drive, Tampa, Florida 33647, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

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TALLAHASSEE, FLORIDA

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Terry Allen Smith Dir.	15413-3 Plantation Oaks Drive Tampa, Florida 33647
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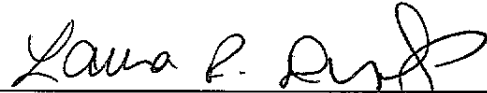
Kimberly Huffines Lambert Dir.	15413-3 Plantation Oaks Drive Tampa, Florida 33647
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

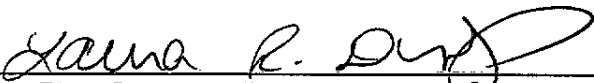
The undersigned incorporator has executed these Articles of Incorporation on September 5, 2001.



Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

TJW/axy

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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