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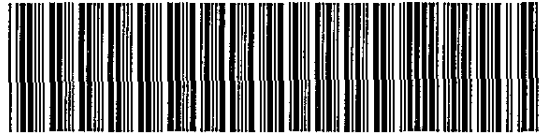
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Scotts Lawn & Landscaping
Inc

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
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- Annual Report / Reinstatement _____
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- Officer Search _____
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Name Date Time

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**ARTICLES OF INCORPORATION
OF
SCOTT'S LAWN & LANDSCAPING, INC.**

FILED
02 DEC 30 PM 4:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws, and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

**ARTICLE I
NAME**

The name of the Corporation shall be: **SCOTT'S LAWN & LANDSCAPING, INC.**

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

**ARTICLE III
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 IV
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having

nominal par value of One Dollar (\$1.00) per share, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash. Every shareholder, upon the sale for cash of any new stock of the Corporation shall have the right to purchase their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V
INITIAL CORPORATE ADDRESS

The initial street address and principal office of the Corporation shall be 1292 East County Road 462, Wildwood, Florida 34785, and the mailing address of said corporation shall be 1292 East County Road 462, Wildwood, Florida 34785

ARTICLE VI
DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than five (5) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or outside the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause. The Corporation shall have one (1) Director initially. The name and address of the initial Director of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL T. SCOTT	1292 East County Road 462 Wildwood, Florida 34785

ARTICLE VII
INITIAL OFFICERS AND DIRECTORS

The name and address of the initial officer(s) and director(s) of this Certificate of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
MICHAEL T. SCOTT	1292 East County Road 462 Wildwood, Florida 34785	President Vice-President Secretary Treasurer

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Registered Agent of the Corporation is 9208 County Road 241, Wildwood, Florida 34785, and the name of the initial Registered Agent of this Corporation at that address is ALICE SCOTT.

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Michael T. Scott
1292 East County Road 462
Wildwood, Florida 34785

ARTICLE X
AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida Business Corporation Act, to amend, alter, modify or repeal any provision

or provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI
PROVISIONS FOR REGULATION OF THE
INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and Shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.

(b) Meetings of the Shareholders and of any Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised as directed by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of the employees, the agents, the officers and Directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their

discretion.

(f) The Board of Directors may designate from their number an executive committee which, for the time being, in the intervals between meetings of the Board and to the extent provided by the Bylaws and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

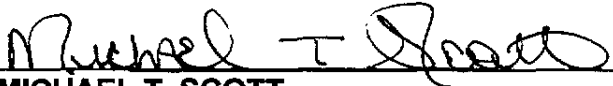
(g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock of the Corporation entitled to vote at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(h) Any officers of the Corporation may be removed either with or without cause at any time by vote of a majority of the Board of Directors.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a Director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association or corporation in which he may be in anywise interested.

(j) The Bylaws of the Corporation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the entire Board of Directors so long as the proposed action is not inconsistent with any Bylaws which may have been adopted at any Shareholders' meeting. The Bylaws of the Corporation may be amended or repealed at any Shareholders' meeting.

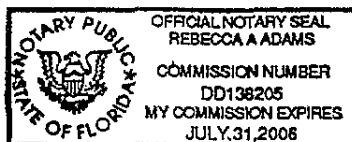
IN WITNESS WHEREOF, the above-named Incorporator has hereunto subscribed her name, this 27th day of December, 2002.

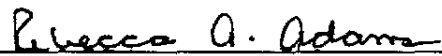

MICHAEL T. SCOTT

**STATE OF FLORIDA
COUNTY OF SUMTER**

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **MICHAEL T. SCOTT**, who is personally known to me or produced the following form of identification: Florida Driver's License, who signed the foregoing Articles of Incorporation as subscriber, and he acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and seal this 27th day of December, 2002.



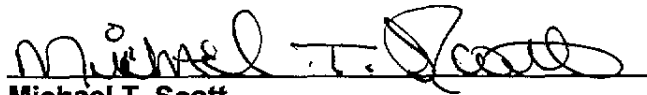

NOTARY PUBLIC, STATE OF FLORIDA
Rebecca A. Adams
(Printed/Typed Name of Notary)
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that Scott's Lawn & Landscaping, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1292 East County Road 462, Wildwood, Florida 34785, has named Alice Scott, located at 9208 County Road 241, Wildwood, Florida 34785, as its agent to accept service of process within Florida.

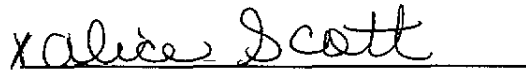
Dated this 27th day of December, 2002.



Michael T. Scott
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated this 27th day of December, 2002.



Alice Scott
Signature of Registered Agent

02 DEC 30 PM 4: 24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED