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BASIC AMENDMENT

F & F LAWNCARE, INC.

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December 9, 2003

F & F LAWNCARE, INC. 921 FAITH CIRCLE EAST #74 BRADENTON, FL 34212

SUBJECT: F & F LAWNCARE, INC.

REF: P03000013957

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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Darlene Connell Document Specialist FAX Aud. #: H03000332020 Letter Number: 803A00066098 NORTON, GURLEY, HAMMERSLEY,

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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLOSE

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

F & F LAWNCARE, INC.

1. The following provisions of the Articles of Incorporation of F & F Lawncare, Inc., a Florida corporation, filed in Tallahassee, on February 5, 2003, are amended in the following particulars:

Article VI is deleted in its entirety and the following inserted in lieu thereof:

ARTICLE VI. DIRECTORS AND OFFICERS

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 and the corporation's Bylaws. The corporation shall initially have two (2) directors. The corporation may make changes to its officers and directors from time-to-time as provided in its Bylaws. The name and address of the corporation's officers and directors are as follows:

President:

Lynne Forsythe

Vice President:

Walter G. Forsythe, Jr.

Secretary:

Lynne Forsythe

Treasurer:

Lynne Forsythe

Director:

Lynne Forsythe

Director:

Walter G. Forsythe, Jr.

 The foregoing amendment was unanimously adopted by all of the shareholders and directors of the corporation on November 25, 2003. The votes cast for the amendment by the shareholders are sufficient for approval. DEC-09-2003 14:15 H030003320203

NORTON, GURLEY, HAMMERSLEY,

9419544691

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ATED: 1200

ynne Forsythe, President

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