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H. James Brett

OF COUNSEL

June 10, 2003

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

Dear Sir/Madam:

**RE: Articles of Incorporation
1 Sun Lawn Care Services, Inc.**

Enclosed herewith please find the following:

1. Original Articles of Incorporation fully executed for filing with Division of Corporations.
2. Our firm's check in the amount of \$78.75 made payable to Florida Department of State for filing and returning the certified copy to our office.

If you should have any questions, please do not hesitate to call.

Very truly yours,


JOSEPH E. NEDUCHAL

JEN/ap
Enclosures

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**ARTICLES OF INCORPORATION
OF**

#1 SUN LAWN CARE SERVICES, INC.

ARTICLE I

The name of the corporation is **#1 SUN LAWN CARE SERVICES, INC.**

ARTICLE II

The objectives and purposes for which the corporation is organized is to provide lawn care service for profit and any other lawful purpose.

ARTICLE III

The duration of existence of the corporation is perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is 1,000 shares. All such shares shall be of a single class, designated as common, and shall be without par value.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE VI

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefore.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Florida Business Corporation Act is amended to further limit or eliminate liability of the director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

ARTICLE IX

The bylaws or articles of the corporation may be amended by majority vote of either the directors or she shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

MICHAEL S. SHIRREFFS
1401 Cricket Club Circle #107
Orlando, Florida 32828

ARTICLE XI

The initial Registered Agent of the corporation is **MICHAEL S. SHIRREFFS**.
The street address of the corporation's initial registered office is:

**1401 CRICKET CLUB CIRCLE #107
ORLANDO, FLORIDA 32828**

ARTICLE XII

The name and address of the incorporator of the corporation is:

**MICHAEL S. SHIRREFFS
1401 Cricket Club Circle #107
Orlando, Florida 32828**

The address of the corporation's initial address is:

**1401 CRICKET CLUB CIRCLE #107
ORLANDO, FLORIDA 32828**

IN WITNESS WHEREOF, I have signed my name this date.

Dated this 10th day of June, 2003.



MICHAEL S. SHIRREFFS

**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
ADDRESS OF THE CORPORATION FOR SERVICE OF PROCESS
WITHIN THIS STATE, AND ACCEPTANCE**

In accordance with Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said act;


That **#1 SUN LAWN CARE SERVICES, INC.**, desires to organize under the laws of the State of Florida with its registered office at **1401 CRICKET CLUB CIRCLE #107, ORLANDO, FLORIDA 32828**, as indicated in the Articles of Incorporation, has named as its Registered Agent and registered office: **MICHAEL S. SHIRREFFS**, as its agent to accept service of process within this State.


MICHAEL S. SHIRREFFS
INCORPORATOR

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of the aforementioned Statutes, including keeping open said office.


REGISTERED AGENT
MICHAEL S. SHIRREFFS

The foregoing instrument was acknowledged before me this 10th day of June, 2003, by **MICHAEL S. SHIRREFFS**, as Registered Agent of **#1 SUN LAWN CARE SERVICES, INC.**, a Florida corporation on behalf of the corporation. [] He is personally known to me or [☒] he produced a Florida Driver's License as identification.


NOTARY PUBLIC
My Commission Expires:



Joseph E. Neduchal
Commission # DD098397
Expires April 8, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

CLERK OF STATE
TALLAHASSEE FLORIDA

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