

P04000031628

CHARLES REED

(Requestor's Name)

2828 REMINGTON GREEN SOUTH

(Address)

(Address)

TLH FL 32308 386-7072

(City/State/Zip/Phone #)



PICK-UP



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MAIL

LAWN PROS OF TALLAHASSEE, INC

(Business Entity Name)

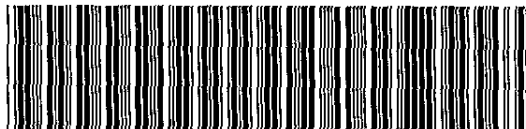
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TALLAHASSEE FLORIDA

2/18/04

EFFECTIVE DATE
2/17/04
ARTICLES OF INCORPORATION
OF
LAWN PROS OF TALLAHASSEE, INC.

2004 FEB 18 AM 8:23
TALLAHASSEE FLORIDA

The undersigned, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the Corporation is **Lawn Pros of Tallahassee, Inc.**

ARTICLE II - PRINCIPAL BUSINESS ADDRESS

The principal place of business and mailing address of the Corporation is 1285 Smoke Rise Lane, Tallahassee, Florida 32317.

ARTICLE III - COMMENCEMENT AND DURATION

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - STATED CAPITAL

The Corporation is authorized to issue ten-thousand (10,000) shares of one dollar (\$1.00) par value common stock. Each outstanding share, regardless of class shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the issuance or sale of either new or treasury stock for cash, property, or services, in payments of either corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessible.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2828 Remington Green South, Tallahassee, Florida 32308, and the name of the initial registered agent of the Corporation at that address is CHARLES J. REED.

ARTICLE VIII - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business

and affairs of the Corporation shall be managed under the direction of the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the Corporation, but shall never be less than one. The name and address of the initial directors of the Corporation are:

JEFFREY N. GRANT
1285 Smoke Rise Lane
Tallahassee, Florida 32317

DONALD R. KLEES
2037 Dyerhaven Drive
Tallahassee, Florida 32317

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify and hold harmless any present or former officer or director, or person exercising the duties of an officer or director at the request of the Corporation, to the full extent now or hereafter permitted by law.

ARTICLE X - INCORPORATION

The name and address of the Incorporator to these Articles of Incorporation is:

CHARLES J. REED
2828 Remington Green South
Tallahassee, Florida 32308

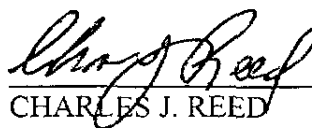
ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that the By-Laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the Corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby execute these Articles of Incorporation this 17th day of FEBRUARY, 2004.



CHARLES J. REED

STATE OF FLORIDA
COUNTY OF LEON

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CHARLES J. REED, who is personally known to me or has produced GA 648320234 as identification, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 17TH day of February 2004.



Sigrid Schmitt
MY COMMISSION # DD227798 EXPIRES
July 22, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

Sigrid Schmitt
Notary Public
State of Florida at Large
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned person, having been named as Registered Agent to accept service of process for the above-stated Corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED this 17TH day of FEBRUARY 2004.

Charles J. Reed
CHARLES J. REED
Registered Agent

FILED
2004 FEB 18 AM 8:23
CLERK OF STATE
TALLAHASSEE FLORIDA