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4-1-04

TRANSMITTAL LETTER

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

SUBJECT: BIRCHWOOD PROFESSIONAL LAWN CARE, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: NORTH FLORIDA MANAGEMENT SYSTEMS, INC.
Name (Printed or typed)

795-C BLANDING BLVD.
Address

ORANGE PARK, FL 32065
City, State & Zip

(904) 272-3382
Daytime Telephone number

FILED
DIVISION OF STATE
CORPORATIONS
PM 1:09

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF

BIRCHWOOD PROFESSIONAL LAWN CARE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby acts as an incorporator to form a corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation is BIRCHWOOD PROFESSIONAL LAWN CARE, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on APRIL 1, 2004, or the earliest date available.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and office of the corporation is 795-C BLANDING BLVD. ORANGE PARK, FL 32065. The name of the initial registered agent at that address is L. B. LAYE, JR., PRESIDENT NORTH FLORIDA MANAGEMENT SYSTEMS, INC. The signature of L. B. LAYE, JR. as registered agent indicates that he accepts the duties and obligations of the position of registered agent.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall initially have one director. The number of directors may

be either increased or diminished from time to time, as provided by the By-Laws. The names and addresses of the members of the first Board of Directors are:

Chairman of the Board

RICHARD J. MACDONNELL
MIDDLEBURG, FL

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:
4655 ARMADILLO ST.
MIDDLEBURG, FL 32068

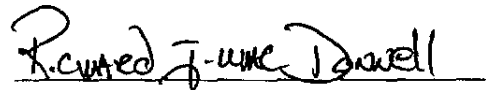
ARTICLE VIII. INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is: RICHARD J. MACDONNELL 4655 ARMADILLO ST. MIDDLEBURG, FL 32068. The incorporator of the corporation assigns to this corporation the rights under section 607.161, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date existence begins.

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 24TH DAY OF MARCH 2004.



RICHARD J. MACDONNELL

ARTICLES OF INCORPORATION

OF

BIRCHWOOD PROFESSIONAL LAWN CARE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and office of the corporation is 795-C BLANDING BLVD. ORANGE PARK, FL 32065. The name of the initial registered agent at that address is L. B. LAYE, JR., PRESIDENT NORTH FLORIDA MANAGEMENT SYSTEMS, INC. The signature of L. B. LAYE, JR. as registered agent indicates that he accepts the duties and obligations of the position of registered agent.

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Chairman of the Board

RICHARD J. MACDONNELL
MIDDLEBURG, FL

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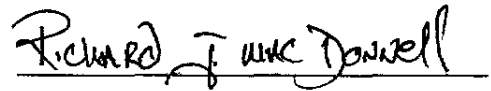
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ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 24TH DAY OF MARCH 2004.

A handwritten signature in cursive script that reads "Richard J. MacDonnell". The signature is written in black ink and is positioned above a horizontal line.

RICHARD J. MACDONNELL

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BIRCHWOOD PROFESSIONAL LAWN CARE, INC.

2. The name and address of the registered agent and office is:

L. B. LAYE, JR. / NORTH FLORIDA MANAGEMENT SYSTEMS, INC.
(NAME)

795-C BLANDING BLVD.
(P.O. BOX NOT ACCEPTABLE)

ORANGE PARK, FL 32065
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

SIGNATURE

L. B. LAYE, JR.

DATE

MARCH 24, 2004