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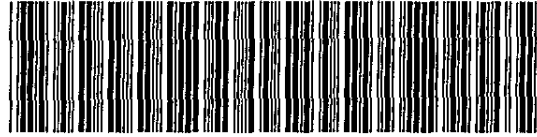
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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11-11

TRANSMITTAL LETTER

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

SUBJECT: Wagner PT Sawncare & Handyman Services, Inc

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

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy	\$ 8.75 (plus \$1.00 per page for each over 8)
Over 8 Pages	\$ 1.00
Certification of Status	<u>\$ 8.75</u>
TOTAL	\$88.50

FROM: Flora Odum
FAO Accounting Services, Inc.
7157 Green Needle Drive
Winter Park, FL 32792
407-677-7939

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Wagner PT Lawncare & Handyman Services, Inc.

KNOW ALL MEN BY THESE PRESENTS: that the undersigned incorporators have associated themselves together, and do hereby certify that they associate themselves together for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

Article I

The name of the corporation shall be:
Wagner PT Lawncare & Handyman Services, Inc.

Article II

The principal mailing address of this corporation shall be P.O. Box 180453 Casselberry, FL 32718-0453.

Article III

The number of shares this corporation is authorized to have outstanding at any one time is (5,000,000) shares of common stock having a par value of one dollar (\$1.00) per share.

Article IV

The name of the initial registered agent and the address of the initial registered office are Flora A. Odum 7157 Green Needle Drive Winter Park, FL 32792.

Article V

The general nature of the business to be transacted by this corporation shall be:

1. To engage in any lawful business as provided for under the laws under the laws of the state of Florida.
2. To engage in the business of providing Lawncare & Handyman Services.
3. To engage in the business of purchasing or other wise acquiring in whole or in part letters of patent, concessions, licenses, inventions, rights, and privileges, subject to royalties or otherwise, whether in the United States or elsewhere; to sell, let or grant any patent rights, licenses, concessions,

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TALLAHASSEE, FLORIDA

inventions, rights or privileges belonging to this Corporation or which it may acquire, or any interest in the same, and generally to deal in any and such properties; to manufacture, produce, and exploit, trade and deal in all products of any such inventions or rights, and maintain machinery, plants, articles, appliances, and other things in connection therewith.

4. To lease, sell, exchange, mortgage, buy, transfer, hold, own, work, develop, improve, divide, subdivide, pledge, or in any manner whatsoever acquire and dispose of, on its own account or on commission, property of all kinds, real, personal and mixed and including rights, easements, and incorporeal hereditaments, appurtenant thereto, and including patens and patent rights and processions; and while the owner of any property to exercise all rights, powers and privileges of ownership to the same extent as natural persons might do, including the right to vote the stock of other corporations owned by it, with power to designate some person for that person from time to time to the same extent as natural persons might or could do.
5. To engage in the business of manufacturing, buying, selling, leasing and distributing machinery, devices, products, materials and accessories of every class, kind and description; except that is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, a mutual fire insurance association, a cooperative association, fraternal benefits society, state fair or exposition.
6. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that is not to conduct any banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, a mutual fire insurance association, a cooperative association, fraternal benefits society, state fair or exposition.
7. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

8. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
9. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock thereof, or any bonds, securities, or other evidences of indebtedness created by and other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges or ownership, including he right to vote such stock.
10. To own, maintain, use and operate trucks, automobiles and other vehicles, for itself and for hire and in connection therewith to transport from point to point freight or any articles whatsoever in consideration of the charges to be made therefore, or for itself.
11. To own, maintain, use and operate any tools, plant equipment, appliances, supplies, fixtures, equipment, or other articles or things whatsoever, and to lease, let, hire, buy, sell, trade, exchange, and deal with any of the foregoing in any manner whatsoever, for itself, for others, or for hire.
12. To conduct a general brokerage agency and commission business for others in the purchase and sale of property, stocks, bonds and notes, and to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property, or any evidences of value to secure them and to act as agents for letting houses, land or personal property, and the collection of rents and the payment of taxes.
13. To maintain and keep store warehouses for the storage and deposit of goods, and merchandise of all kinds and descriptions, and conduct all business appertaining thereto, including the making of advances of goods stored and deposited with it, and to have and received all the rights and emoluments thereto belonging.
14. To buy, loan money upon, sell, transfer, assign, discount, borrow money upon and pledge as collateral, and otherwise deal as principal, agent or broker in bills of lading, warehouse receipts, evidence of deposit and storage or personal property, bonds, stocks, promissory notes, conditional

bills of sale, retain title contracts, commercial paper, accounts, invoices, chooses in action, interest in estate, contracts, mortgages or real and personal property, pledges of personal property and other evidences of indebtedness of persons, firms or corporations and to own, hold and convey such real estate and share of stock in other corporations, domestic and foreign, as may be necessary or expedient in the operation of its business, and to do all things incidental thereto; to buy, sell and deal in all kinds of listed and unlisted bonds and stocks on commission; to act as agent or factor for any person, firm or corporation; but not, however, for the purposes of carrying on the business of banking or any business for the transaction of which a corporation is required under the laws of the State of Florida to qualify as a banking corporation.

15. To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to totality or otherwise, and whether exclusive, non-exclusive, or limited or any part interest in such letters patent. Concessions, licenses, inventions, rights and privileges, whether in the United States or in any other part of the world; to sell, grant or let any patent rights, concessions, licenses, inventions, rights or privileges belonging to the company, or which it may acquire, or any interest in the same; to register any patent or patents for any invention or inventions, to obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with or turn to account any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights or privileges as aforesaid.
16. To acquire by purchase, subscription or otherwise and to hold or dispose of stocks, bonds, coupons, mortgages, deeds of trusts, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company, or association now or hereafter existing, and whether created by or under the laws of the State of Florida, or otherwise; and to pay for any of the same in cash, in property of any kind, in services, in the stock of this corporation, in bonds, in notes, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to acquire or use, and to sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the same; and to aid in any manner any corporation, stock company, or association whose stock, bonds or other obligations are held or are in any manner guaranteed by the

company, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any such stocks, bonds or other obligations, to exercise all the rights, power and privileges of ownership thereof, and to exercise all the rights, power and privileges of ownership thereof, and to exercise all voting power thereon, with power to designate some person for that purpose from time to time to the same extent as a natural person or persons might or could do.

17. To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, state, government, or colony dependency thereof.
18. To acquire the good will, rights and property, and the whole or part of the assets, tangible or intangible, and to undertake in any way assume the liabilities of any person, firm or corporation or association; to pay for the said good will, rights, property and assets in cash, in property of any kind, in services, in the stock of this corporation, in bonds, in notes, or otherwise, or by undertaking the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all power necessary or convenient in or about the conduct and management of such business.
19. For itself or as agent, broker, or correspondent for others, to negotiate and make loans, unsecured or secured by mortgages, bills of sale, or otherwise, upon personal or real property; and to all things necessary in the transaction of business as loan correspondent or mortgage company.
20. In the purchase or acquisition of property, business, rights, or franchises, or for additional working capital, or for any other object in or about its business affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.
21. To buy and sell, as broker or agent, or on its own account, all kinds of machinery and electrical and machine supplies.

22. To conduct its business or any part or party thereof in the United States of America, and in foreign countries or jurisdiction without restriction as to place; and to have one or more offices or agencies and keep such books of the company outside of the State of Florida as are not required by law to kept within this State.

23. To do all and every thing necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation and any amendments thereto or necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar to the nature of the objects set forth to the same extent as a natural person or persons might or could do.

Article VI

The amount of capital with which this corporation shall commence business is one hundred dollars (\$100.00).

Article VII

The corporation shall have perpetual existence, unless sooner dissolved according to law.

Article VIII

The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not, less that one (1) member, as fixed from time to time by the Bylaws of the corporation. The Board of Directors shall be elected or appointed by the Stockholders, but It shall not be necessary that such Directors be stockholders of the corporation.

Article IX

The name and post office address of the first Board of Directors of this corporation who shall hold office until the successor or successors are elected and qualified shall be:

NAME

Charles K. Peters

ADDRESS

350 Wagner Pt.
Winter Springs, FL 32708

Article X

The office of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefore, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the Bylaws.

Article XI

The name and post office address of the subscribers to the capital stock of the corporation, and the number of shares and they agree to take is:

<u>Name</u>	<u>Address</u>	<u>No. Of SHARES</u>	<u>Value of Consideration</u>
Charles K. Peters	350 Wagner Pt. Winter Springs, FL 32708	50	One Dollar 1.00
Gregory T. Peters	330 Wagner Pt. Winter Springs, FL 32708	50	One Dollar 1.00

Article XII

In furtherance and not in limitation of the power conferred by statute, the corporation shall have and may exercise the following powers:

1. The corporation shall have the power, if the Bylaws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designed by the Board of Directors.
2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the Bylaws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the Bylaws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such as may be provided or permitted by the statutes of the State of Florida, and by the Bylaws of this corporation consistent therewith.
3. The number of Directors of the corporation shall be fixed from time to time by the Bylaws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting to the stockholders, and until the successor shall have been elected and shall have qualified.

4. The corporation and its Bylaws may confer upon the Directors powers in addition to the foregoing and to the powers and authorities expressly conferred upon them by statute.
5. It shall not be necessary for any officer of the corporation, other than the President, to be a Director, or for any officer to be a stockholder.
6. The annual meeting of the stockholders shall be held on such day as may be fixed by the Bylaws of the corporation, and the date of such meeting may be changed from time to time as the Bylaws of the corporation, and the date of such meeting may be changed from time to time as the Bylaws may provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the Bylaws.
7. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereinafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.
8. The corporation may use and apply its surplus earnings or accumulated profits authorized by law to be reserved, to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its Board of Directors shall determine, and to hold the same in its treasury to be thereafter sold, issued, or disposed of when and in such manners as the Board of Directors may deem expedient; and neither such property nor the capital stock taken in the payment of satisfaction of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors, or by a majority of the stockholders.
9. None of the objects and powers hereinabove specified and clauses and paragraphs contained in this Article shall in any way be limited or restricted by reference to or inference from the terms of any other objects, power, clauses or paragraphs of this Article or any other Article or any other Article in this Certificate, but the objects and powers specified in each paragraph and clause in this Article shall be regarded as independent objects and powers. The foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to restrict or limit in any manner the powers of this corporation as may be provided by law or otherwise.

Article XIII

Each Director and officer, in consideration of services, shall be indemnified, whether in office or not, for the reasonable costs and expenses incurred by that person in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reasons of being or having been an officer of the corporation or Director of the Corporation, whether or not wholly owned or by reasons of any act or omission to act as such Director or officer, provided that the person shall not have been derelict in the performance of the duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other right to which any Director or officer may be entitled as a matter of law.

Article XIV

The date of corporate existence shall be January 1, 2005 provided that the Articles of Incorporation filed with the Florida Department of State within five (5) days of the date of subscription and acknowledgement, exclusive of holidays, and if not so filed, then the date of corporate existence shall be the date of such filing.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock of **Wagner PT Lawncare & Handyman Services, Inc.** as herein set forth, does hereby make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and does hereby agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly has hereunto set his or her hand and seal in the County of Orange, State of Florida this 12th day of December, 2004

Charles Kim Peters

Charles K. Peters

Gregory J. Peters

Gregory J. Peters

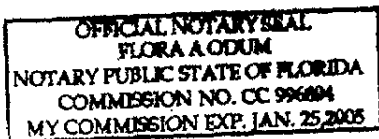
County of Orange
State of Florida

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgements, personally appeared, who is **personally known to me** to be the person who subscribed to and signed the above and foregoing Articles of Incorporation and who being by me first duly sworn, acknowledged that he or she made and subscribed the above Articles of Incorporation for the uses and purposes therein expressed and the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid this 12th day of December, 2004.

[Signature]

NOTARY PUBLIC, State of Florida



(SEAL)

Commission Number: 996694
MY Commission expires: 1/25/05

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CLERK OF THE COURT
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as initial Registered Agent of **Flora A. Odum**.

[Signature]
Flora A. Odum