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04 DEC 22 PM 4:22
TALLAHASSEE, FLORIDA

Handwritten initials and date: 12/22/04

TRANSMITTAL LETTER

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

SUBJECT: LAWN CARE & GARDENS 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 of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: KEITH A FORBES
Name (Printed or typed)

6523 SW 114 AVE
Address

MIAMI FLA 33173
City, State & Zip

305 596 1175 / 786 683 6055
Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

LAWNCARE & GARDENS INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporations is LAWNCARE & GARDENS INC

ARTICLE II

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

ARTICLE III

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is — 1000 — shares at a par of \$1 per share. Holders of the common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than One thousand Dollars -- \$ 1000.00

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of the corporation, in the State of Florida is

17101 S W 204 ST
MIAMI FLORIDA 33187

The board of directors may, from time to time, move the principal office to any other address.

ARTICLE VII

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders, but there shall always be at least one director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in, or are directors or officers of such other firm or corporation, provided that the fact he is so interested shall be disclosed or shall have been known to the

Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors and the officers who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

DIRECTORS

ANDREW D BENNETT 17101 S W 204 ST MIAMI FL 33187
RACHEL E STRUDWICK BENNETT 17101 S W 204 ST
MIAMI FL 33187

OFFICERS

ANDREW D BENNETT — PRESIDENT
17101 S W 204 ST MIAMI FL 33187
RACHEL E STRUDWICK BENNETT SECRETARY / TREASURER
17101 S W 204 ST MIAMI FL 33187

ARTICLE IX

This corporation shall designate Keith A Forbes with office located at
6523 S W 114 Ave Miami Florida 33173

, as its duly authorized registered agent to be in charge of the corporate registered office, as required by law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X

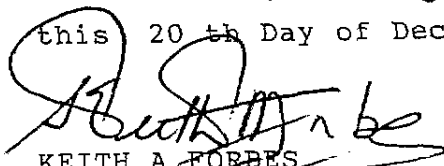
The name and address of the incorporator subscribing to these articles is Keith A Forbes of
6523 S W 114 Ave Miami FLA 33173

ARTICLE XI

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal at Miami Dade County Florida

this 20th Day of December 2004



KEITH A FORBES
6523 S W 114 AVE
MIAMI FLORIDA 33173

I HEREBY AM FAMILIAR WITH AND ACCEPT
THE DUTIES AND RESPONSIBILITIES OF THE
REGISTERED AGENT.

INCORPORATOR/REGISTERED AGENT