

H. L. (Jack) Clark, III
P.O. Box 033552
Indianapolis, Florida 32903

P95000001399

January 3, 1995

Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: ALL-IN-ONE TREE SERVICE INC.

Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation for All-In-One Tree Service, Inc.. Enclosed is a check in the amount of \$122.50 to cover the filing fee, certified copy and Resident Agent fee.

Please file the enclosed document and return a certified copy to this office. Thank you for your attention to this request.

Sincerely,

H. L. Clark, III
H. L. CLARK, III

HLC:br
Enc.

RECEIVED
01/03/95
11:12 AM

ARTICLES OF INCORPORATION

OF

ALL-IN-ONE TREE SERVICE, INC.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, do hereby associate myself to form a corporation for profit under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is ALL-IN-ONE TREE SERVICE, INC.

ARTICLE II- DURATION

This corporation shall have perpetual existence and shall commence to exist at the time of filing the Articles of Incorporation with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the following purpose: to engage in any and all lawful business within the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation shall be authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a nominal and par value of One Dollar (\$1.00) per share.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office and the principal office of this corporation is 50 Jacks Road, Lake Placid, Florida 33852 and the name of the initial registered agent of this corporation is CHAD WILLIAMS. The stockholders may from time to time designate such other post office address and place for the principal office of this corporation as they may see fit.

FILED
95 JAN -5 PM 1:10
TALLAHASSEE FLORIDA

ARTICLE VII - BOARD OF DIRECTORS

Pursuant to the Florida Statutes 607.11 this corporation shall be managed by the stockholders rather than by a Board of Directors.

ARTICLE VIII - INCORPORATORS

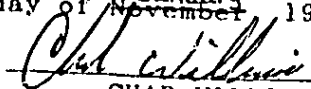
The name and post office address of each subscriber of this Articles of Incorporation is as follows:

CHAD WILLIAMS - 50 Jacks Road
Lake Placid, Florida 33852

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Amendments shall be approved by all of the shareholders and said shareholders shall sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

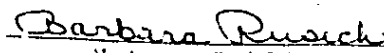
IN WITNESS WHEREOF, I the undersigned, have hereunto set my hand and seal this 3 day of ^{January}~~November~~, 1995.


CHAD WILLIAMS

STATE OF FLORIDA)
COUNTY OF HIGHLANDS)

I HEREBY CERTIFY that on this day before me a Notary Public duly authorized in the State and County aforementioned to take acknowledgements, personally appeared, CHAD WILLIAMS, to me known personally and known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforementioned this 3 day of ^{January}~~November~~, 1995.


Notary Public
Barbara Rusich

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. FEB. 4, 1995
BONDED THRU GENERAL INS. UND.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First --- ALL-IN-ONE TREE SERVICE, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Lake Placid, Highlands County, State of Florida, names CHAD WILLIAMS, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

CHAD WILLIAMS

95 JUN -5