

P9500004322

May 24, 1995

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

100001501101
-05/30/95--01033--009
*****70.00 *****70.00

RE: PERFECT CUT PLUS, INC.

EFFECTIVE DATE
3/24/95

Gentlemen:

Enclosed is the signed original Articles of Incorporation of the above corporation. I have enclosed a check in the amount of \$70.00 for the filing fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to:

PERFECT CUT PLUS, INC.
1014 Del Nova Lane
Orlando, FL 32818
(407) 425-0905

Thank you for your assistance. If you have any questions, please do not hesitate to call me.

Very truly yours,



Scott Wallace

W/W/P
TB

ARTICLES OF INCORPORATION
OF
PERFECT CUT PLUS, INC.

EFFECTIVE DATE
5/24/95

The undersigned incorporator, being a person competent to contract subscribes to these Articles of Incorporation to form a for profit corporation under the laws of the State of Florida.

ARTICLE I

Name. The name and mailing address of this corporation is

PERFECT CUT PLUS, INC.
1014 Del Nova Lane
Orlando, FL 32818

5/24/95 PM 5:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

Business and Activities. This corporation shall engage in the selling of lawn maintenance services to the public. In addition, this corporation may and is authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 300 shares of common stock having a par value of \$1 per share, with the consideration to be paid for each share in money, property, or services actually performed as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall commence on date of execution and shall have perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The address of the initial registered office of the corporation is 1014 Del Nova Lane, Orlando, FL 32818, and the name of the initial registered agent of the corporation at that address is Billie Dale Ash.

ARTICLE VI

Number of Directors. This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting.

ARTICLE VII

Initial Board of Directors. The name(s) and street address(es) of the initial director(s) of this corporation are:

Scott Wallace	411 D East Livingston St. Orlando, FL 32803
James C. Ash	1014 Del Nova Lane Orlando, FL 32818
Billie Dale Ash	1014 Del Nova Lane Orlando, FL 32818

ARTICLE VIII

Incorporator. The name and street address of the incorporator signing these articles is:

Scott Wallace	411 D East Livingston St. Orlando, FL 32803
---------------	--

ARTICLE IX

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time-to-time provided for in the By-Laws of this corporation.

ARTICLE X

Amendment to Articles. 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 them to the shareholders and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the Directors and all the shareholders sign a written

statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any rights conferred by these Articles of Incorporation upon the shareholders are subject to this reservation.

ARTICLE XI

By-Laws. The power to adopt, alter, amend, or repeal By-Laws of this corporation shall be vested in the Board of Directors.

ARTICLE XII

Indemnification. This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by the law.

ARTICLE XIII

Right of First Refusal. No shareholder of this corporation shall have the right to sell or assign stock of this corporation without having first offered to sell such shares first to the corporation and then to other shareholders of the corporation at the same price and at the same terms and conditions pursuant to which the shareholder intends to sell their shares subject only to this right of first refusal in the corporation and the other shareholders.

Each stock certificate issued representing shares of this corporation shall bear a restrictive legend as follows:

Transfer of this certificate and the shares represented hereby is subject to the right of first refusal of the corporation and the other shareholders contained in the Articles of Incorporation of the corporation to which the holder hereof assents.

IN WITNESS WHEREOF, the undersigned does set their hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 24th day of May, 1995.





Scott Wallace

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME personally appeared SCOTT WALLACE well known and known to be the incorporator described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 24th day of May, 1995.


NOTARY PUBLIC, State of Florida
ROBERT E. EDMONDS
My Commission Expires:
July 20, 1996
Comm. No. CC 216854


CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THE STATE

Pursuant to Florida Statutes Sections 607.0501(3) and 607.0505 the following is submitted in compliance with said Act:

PERFECT CUT PLUS, Inc. desiring to organize as a corporation under the laws of the State of Florida with its registered office at 1014 Del Nova Lane, Orlando, FL 32818, has named Billie Dale Ash located at the above registered office as its Registered Agent to accept service of process within the 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 provision of said Act relative to keeping open said office.

BY: Billie D. Ash

Registered Agent

DATE: 5-24-95

P95000043205

OFFICE OF
THOMAS R. OLSEN, P.A.

2518 EDGEWATER DRIVE
ORLANDO, FLORIDA 32804-4406

(407) 423-5561
TELEFAX (407) 423-5563

THOMAS R. OLSEN
ALSO ADMITTED IN ALABAMA

LEGAL ASSISTANT
CANDI MELLOW

ROBERT W. OLSEN
RETIRED "OF COUNSEL"

June 16, 1995

Secretary of State
P.O. Box 6327
Tallahassee, FL 32304

Attn: Division of Corporations

Re: Perfect Cut Plus, Inc.

300001524353
-06/27/95--01064--007
*****35.00 *****35.00

Gentlemen:

Enclosed please find Articles of Dissolution for the above corporation and our Trust account check in the amount of \$35.00 for the filing fee.

Please file the articles and return the enclosed photo copy with the date of filing stamped thereon.

Very truly yours,

Candi S. Mellow

Candi S. Mellow/
Legal Assistant

/csm
Enclosures

SH 6/30
Voluntary Diss.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 26 AM 9:40

ARTICLES OF DISSOLUTION
OF
PERFECT CUT PLUS, INC.

Pursuant to the provisions of section 607.1403 of the Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purposes of dissolving the corporation:

1. The name of the corporation is PERFECT CUT PLUS, INC.
2. Dissolution was authorized on June 13, 1995.
3. The number of shares cast (by proper class of shareholders) in favor of dissolution was sufficient for approval.

Dated this 13th day of June, 1995.

PERFECT CUT PLUS, INC.

BY:

James C. Ash
James C. Ash, President

and

Billie Dale Ash
Billie Dale Ash, Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 26 AM 9:40