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P.C. LAW CLINIC
1522 CHANDLER AVENUE
PANAMA CITY, FL.
32405

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

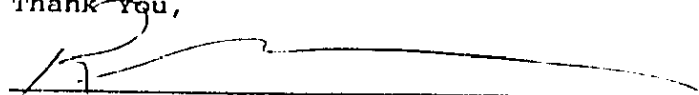
DEPARTMENT OF STATE
P.O. BOX 6327
TALLAHASSEE, FL. 32314

IN RE: FILING ARTICLES OF INCORPORATION

DEAR CLERK,

Please file the enclosed articles and forward same to my office
at the address above.

Thank You,


Richard Campbell, C.E.O.

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ARTICLES OF INCORPORATION
OF
Bay County Lawns, Inc.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME:

The name of this Corporation shall be: Bay County Lawns, Inc.

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue TEN THOUSAND shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by

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the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL PRINCIPAL OFFICE, MAILING ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial, principal, and registered agent and office of this Corporation in the State of Florida shall be:
2300 E. Business 98
Panama City, Florida. 32405

The name of the initial registered agent of this Corporation at that address shall be: John J. Gatelein.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the

authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have three (3) directors initially. The number of directors may be increased or decreased by the shareholders from time to time.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES.

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Victor Sobolewski, PRESIDENT
3101 Ten Acre Rd.
PANAMA CITY FL. 32405

Linda M. Sobolewski, Sec./TREASURER
3101 Ten Acre Rd.
PANAMA CITY, FL. 32405

John J. Gatelein, Vice President
2610 Ormond Avenue
Panama City, Fl. 32405

ARTICLE VIII

INCORPORATOR

The names and street address of the incorporator signing these Articles of Incorporation as follows:

Name	Street Address
John J. Gatelein	2610 Ormond Avenue Panama City, Fl. 32405

ARTICLE IX

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in the Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefore.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Panama City, Florida, for the uses and purposes aforesaid, this 2nd day of July, 1995.

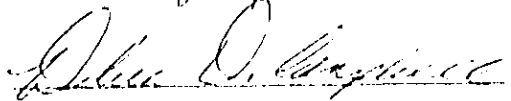
x Mr. John J. Gatelein
John J. Gatelein, Incorporator

STATE OF FLORIDA

COUNTY OF BAY

Before me personally appeared, John J. Gatelein, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Panama City, Florida this 2nd day of July, 1995.



NOTARY PUBLIC, State of Florida

at Large

My Commission Expires:

Notary Public, State Of Florida At Large
My Commission Expires Sept. 25, 1995

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT
OF
Bay County Lawns, Inc.

Pursuant to Section 48.091 and Chapter 607, Florida Statutes,
Bay County Lawns, Inc., having filed its Articles of Incorporation
contemporaneously herewith, with its registered office as indicated
therein at 2300 E. Business 98, Panama City, Florida, has named John J.
Gatelein, located thereat as its registered agent to accept service of
process within this state.

BY:

Mr. John J. Gatelein
John J. Gatelein, INCORPORATOR

Having been named as registered agent to accept service of process for
the above-stated Corporation, at the location designated herein, accept
to act in this capacity, and agree to comply with the laws of Florida
applicable thereto.

By:

Mr. John J. Gatelein
John J. Gatelein, Resident Agent

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