

THE LAW OFFICE OF
JAMES B. LYON, P.A.

1881 UNIVERSITY DRIVE, SUITE 206
CORAL SPRINGS, FLORIDA 33071

JAMES B. LYON
ALSO ADMITTED TO OHIO BAR

TELEPHONE (305) 752-3400
TELEFAX (305) 752-3411

P95000057260

July 19, 1995

VIA OVERNIGHT MAIL

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300001548838
-07/21/95--01064--019
****122.50 ****122.50

Re: Southern Sun Lawn Service, Inc.

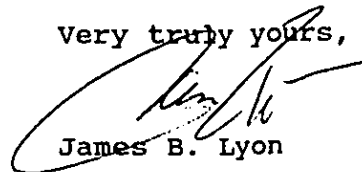
Dear Sir or Madam:

Enclosed please find Articles of Incorporation for filing in the above referenced matter. In addition, enclosed please find my check in the amount of \$122.50 for filing costs.

After filing, please return a certified copy of the Articles to me in the enclosed overnight express envelope.

Thank you for your assistance and please contact me if you have any questions.

Very truly yours,


James B. Lyon

JBL:km
Enc.
cc: Steve Garnett
Mark Lightbody

JUL 25 1995 BSA

FILED
95 JUL 21 AM 11:35
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUTHERN SUN LAWN SERVICE, INC.**

FILED
95 JUL 21 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is SOUTHERN SUN LAWN SERVICE, INC.

ARTICLE II-PRINCIPAL OFFICE

The mailing address of this Corporation shall be: 4150 NW 120th Avenue, Coral Springs, Florida 33065.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue one thousand shares of one dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1881 University Drive, Suite 206, Coral Springs, Florida 33071 and the name of the initial registered agent of this Corporation at that address is James B. Lyon.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first annual meeting of the stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Directors are:

Jerry S. Garnett, 4150 NW 120th Ave., Coral Springs, FL 33065
Thomas M. Lightbody, 8873 NW 48th Street, Sunrise, FL 33351

ARTICLE VII-INCORPORATOR

The name and address of the Incorporator signing these Articles is: Jerry S. Garnett, 4150 NW 120 Avenue, Coral Springs, Florida 33065.

ARTICLE VIII-PRE-EMPTIVE RIGHTS

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

ARTICLE IX-INDEMNIFICATION


The Corporation shall indemnify any Officer or Director, or any former Officer of Director, to the full extent permitted by law.

ARTICLE X-AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: July 19, 1995


Jerry S. Garnett, Incorporator

FILED

95 JUL 21 AM 11:35

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

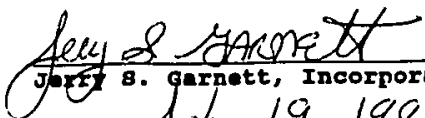
Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

SOUTHERN SUN LAWN SERVICE, INC.

2. The name and address of the registered agent and office is:

James B. Lyon
1881 University Drive, Suite 206
Coral Springs, Florida 33071


Jerry S. Garnett, Incorporator

Date: July 19, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


JAMES B. LYON

DATE: July 19, 1995

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



P950000572 60

ACCOUNT NO. : 072100000032
REFERENCE : 913682 94942A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
96 APR 10 PM 2:41
SECRET
TALLAHASSEE, FL

ORDER DATE : April 10, 1996

ORDER TIME : 11:07 AM

ORDER NO. : 913682

CUSTOMER NO: 94942A

CUSTOMER: James B. Lyon, Esq
James B. Lyon, Esq
Suite 206
1881 University Drive
Coral Springs, FL 33071

*resignation
of
officer*

300001776433
-04/10/96--01052--011
*****70.00 *****35.00

~~300001775538~~
~~04/10/96 01052--011~~
~~*****70.00 *****70.00~~

DOMESTIC AMENDMENT FILING

NAME: SOUTHERN SUN LAWN SERVICE,
INC.

4/11/96

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

RECEIVED
96 APR 10 PM 12:16
DIVISION OF CORPORATION



Florida Department of State, ^{Sandra Barringer Northcutt}
~~Jim Smith~~, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

FILED
96 APR 10 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Florida
COUNTY OF Broward

I, Sylvia Garnett after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Sylvia Garnett hereby resign as Secretary of
(Title)

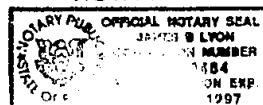
Southern Sun Lawn Service, Inc., a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

Sylvia Garnett
Signature of resigning officer/director
Sylvia Garnett

Sworn to and subscribed before me this 9th day of APRIL, 1996.
by Sylvia Garnett who is personally known to me.

James B. Lyon
NOTARY PUBLIC



My Commission Expires: _____

FILING FEE IS \$35.00