

1216 MOUNT VERNON STREET
ORLANDO, FLORIDA 32803

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

96 JAN 17 AM 10:14

GREENLEAVES AND GRASS, INC

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

GREENLEAVES AND GRASS, INC.

ARTICLE II

The object and purpose of the corporation, and the general nature of the business or businesses to be transacted, shall be for the purpose of pest control services and any other business permitted under the laws of the State of Florida.

ARTICLE III

The address of the principal office of the corporation in the State of Florida shall be:

7041 Grand National Drive, Suite 230
Orlando, Florida 32819

ARTICLE IV

The capital stock of the corporation shall consist of 100 shares of common stock, with par value of \$1.00.

ARTICLE V

The business of the corporation shall be conducted by a board of not less than one (1) director. The names and addresses of the directors of the corporation are:

William D. Casey - 7041 Grand National Drive, Suite 230,
Orlando, Florida 32819
James A. Amrhein - 5563 2nd Avenue, North, St. Petersburg,
Florida 33710

ARTICLE VI

The officers of the corporation shall be a President, Vice President, Treasurer and Secretary. Until the first meeting of the Board of Directors or until their successors are elected and have qualified, the following shall be the officers of the corporation:

WILLIAM D. CASEY/President and Treasurer
JAMES A. AMRHEIN/Secretary and Vice President

ARTICLE VII

The name and address of the subscriber to these Articles of Incorporation is WILLIAM D. CASEY and a statement of the number of shares of stock and the value of consideration therefor which the subscriber and shareholders are to take, is as follows:

WILLIAM D. CASEY/60 Shares - 7041 Grand National Drive, Suite 230, Orlando, Florida 32819
JAMES A. AMRHEIN/40 Shares - 5563 2nd Avenue, North, St. Petersburg, Florida 33710

ARTICLE VIII

The annual meeting of the stockholders shall be held on the 1st day of December of each year, or at such time as

the Board of Directors shall choose and at that time, the Board of Directors shall be elected, and such other business as may properly come before the meeting may be considered and transacted. The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board to be held immediately following the annual stockholders meeting.

The time, place and manner of calling meetings of the stockholders or directors shall be fixed by the By-Laws of the corporation.

The Board of Directors shall appoint a Registered agent as required by the laws of the State of Florida.

ARTICLE IX

Any expense paid by the corporation for or on behalf of any officer or any sum paid to any officer as reimbursed expenses, if the same shall be subsequently disallowed by the Internal Revenue Service, shall be repaid by said officer to the corporation.

ARTICLE X

Private property of the stockholders shall not be subject to the payment of the corporation debts in any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders of the corporation.

ARTICLE XI

A special meeting of the subscribers or their assigns

shall be held upon the call of the President for the purpose of completing the organization of the corporation and the adoption of the By-Laws and the transaction of such other business as may be desired or required.

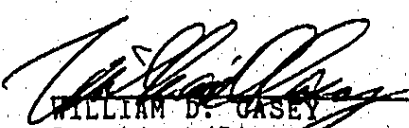
ARTICLE XII

The amount of capital with which the corporation shall begin business is \$10,000.00.

ARTICLE XIII


The corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned, being the original subscriber, has hereby set his hands and seals this 3rd day of January, 1996.


WILLIAM D. CASEY
President/Director & Shareholder
Subscriber

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3rd day of January, 1996, by WILLIAM D. CASEY, as President, Director & Shareholder and Subscriber of GREENLEAVES and GRASS, INC., who is personally known to me or who has produced as identification and who did (did not) take an oath.


NOTARY PUBLIC, STATE AT LARGE

My Commission Expires:

OFFICIAL NOTARY SEAL
THERESA H SABISTON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC375228
MY COMMISSION EXP. JUNE 2, 1998

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT GREENLEAVES AND GRASS, INC.

(Name Corporation)

WITH ITS PLACE OF BUSINESS AT 7041 Grand National Drive, Suite 230, Orlando, Florida 32819
(Business Address, City and State)

HAS NAMED TIMOTHY C. LAUBACH, ESQUIRE

(Name of Registered Agent)

LOCATED AT 1218 Mount Vernon Street

(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

CITY OF Orlando, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
(City)

OF PROCESS WITHIN FLORIDA.

SIGNATURE 

(Corporate Officer)

TITLE President

DATE 1-3-96

FILED
SECRETARY OF STATE
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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(REGISTERED AGENT)

DATE 1-3-96

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314
Phone: (904) 488-9005.

(NOTE: There is a filing fee of \$3.00 for this certificate)

CR2E046 (3-85)