

P96000010262

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-312-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 96 FEB -1 PM 1:21
 DIVISION OF CORPORATION

PH 2/1/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN Will Pick Up 2/1 12:00

of No. 52280
 RE: Timberlake Lawn
 Care, INC. - 1 PM 2:27

TALLAHASSEE, FLORIDA		DISBUR
<input checked="" type="checkbox"/>	Capital Express™	
<input checked="" type="checkbox"/>	Art. of Inc. File	
<input type="checkbox"/>	Corp. Record Search	
<input type="checkbox"/>	Ltd. Partnership File	
<input checked="" type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	() Cert. Copy(s)	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	Dissolution/Withdrawal	
<input type="checkbox"/>	C U B.	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Name Reservation	
<input type="checkbox"/>	Annual Report/Reinstatement	
<input type="checkbox"/>	Reg. Agent Service	
<input type="checkbox"/>	Document Filing	
<input type="checkbox"/>	Corporate Kit	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	Document Retrieval	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	File No.'s, Copies	
<input type="checkbox"/>	Courier Service	
<input type="checkbox"/>	Shipping/Handling	
<input type="checkbox"/>	Phone ()	
<input type="checkbox"/>	Top Priority	
<input type="checkbox"/>	Express Mail Prep.	
<input type="checkbox"/>	FAX () pgs.	
SUBTOTALS		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
FOR
TIMBERLINE LAWN CARE, INC.**

FILED
26 FEB - 1 PM 2:27
DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, on behalf of individuals competent to form a corporation in the State of Florida and desiring to form a corporation for profit in accordance with the Florida Business Corporation Act, Florida Statutes Chapter 607, does hereby adopt the following Articles of Incorporation, on behalf of said individuals, for said Corporation:

ARTICLE I - NAME

The name of the Corporation shall be TIMBERLINE LAWN CARE, INC.

ARTICLE II - PURPOSE AND NATURE OF BUSINESS

The general purposes for which this Corporation is organized and the general nature of its business is as follows:

A. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of the indebtedness created by any other corporation of the State of Florida or any other State or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock, having a par value of ten cents (\$.10) per share. Such shares shall be of a single class of common stock.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than the sum of Five Hundred Dollars (\$500.00).

ARTICLE V - PREEMPTIVE RIGHTS

The Corporation shall have the power to create and issue, with or without any connection to the issue and sale

of any shares of stock or other securities, rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants, or options and the sufficiency thereof shall be conclusive.

ARTICLE VI - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent is designated as Matthew J. Schirmer, Esq. The street address of the initial registered agent of this Corporation in the State of Florida is 800 North Belcher Road, Suite 4, Clearwater, Pinellas County, Florida. The Board of Directors may vote from time to time, without amending these Articles, to change the registered agent, and the registered agent may change its address to any other address within the State of Florida.

ARTICLE VIII - DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be One (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The Directors shall be elected by the shareholders of the Corporation.

ARTICLE IX - INITIAL DIRECTORS

The names and addresses of the members of the initial Board of Directors is as follows:

Wayne Prusznko
6905 Calvert Avenue
New Port Richey, Florida 34655

The above-named Directors shall hold office for the first year of existence of this Corporation or until successors are elected.

ARTICLE X - INCORPORATOR

The name and address of the undersigned as the sole incorporator of this Corporation is as follows: Matthew J. Schirmer, Esquire, 800 North Belcher Road, Suite 4, Clearwater, Florida 34625.

ARTICLE XI - INDEMNITY OF AND OFFICERS AND DIRECTORS

Any person made a party to any action, suit, or proceeding by reason of the fact that he, or his personal representative, is or was a officer, director, or employee of this Corporation, or any corporation in which he served as such at the request of this Corporation, shall be indemnified by this Corporation to the full extent permitted by law, including but not limited to Florida Statutes § 607.0850; indemnification shall include the reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with the defense of such action, suit, or proceeding, or in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit, or proceeding that such officer, director, or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director, or employee may be entitled apart from the provisions of this Section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or

any other action taken in reliance and in good faith upon financial statements of the Corporation represented to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall any director be liable if in good faith in determining the amount available for dividends or distribution, the director considered the assets to be of ample value.

ARTICLE XII - BY-LAWS AND STOCKHOLDERS AGREEMENT

The By-Laws of this Corporation or the stockholders, by agreement, may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled, or deceased stockholder, or any stockholder required to sever financial interests in this Corporation. Where the By-Laws are amended for the purpose of changing, modifying, or otherwise repealing provisions with respect to the management of this Corporation, then only the stockholders of this Corporation shall have the power to so adopt, amend, modify, or repeal such By-Laws.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intentions that the Articles of Incorporation be amended.

ARTICLE XIV - DATE OF INCEPTION

The date of this Corporation's existence shall begin when these Articles have been filed with the Department of

State, State of Florida, according to the Statutes of the State of Florida.

ARTICLE XV - PRINCIPAL ADDRESS

The initial principal address of this Corporation for purposes of communicating with the Secretary of State of Florida on behalf of the Corporation is 6905 Calvert Avenue, New Port Richey, Florida 34655.

The Board of Directors may from time to time change the address of the principal office to another location within the State of Florida.

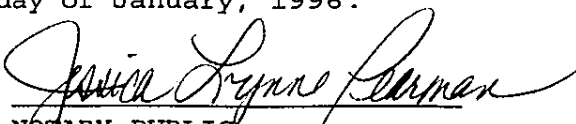
IN WITNESS WHEREOF, the undersigned incorporator, on behalf of individuals competent to form a corporation in the State of Florida and desiring to form a corporation in accordance with the Florida Business Corporation Act, Florida Statutes Chapter 607, has executed these Articles of Incorporation, this 26th day of January, 1996.


MATTHEW J. SCHIRMER, ESQUIRE

STATE OF FLORIDA
COUNTY OF PINELLAS

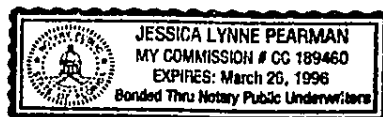
BEFORE ME, personally appeared, MATTHEW J. SCHIRMER, ESQUIRE, well known to me and known to me to be the person described in the above instrument, and who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he voluntarily executed these Articles of Incorporation for the use and purposes therein expressed.

WITNESS my hand and official seal in the County and State above named, this 26th day of January, 1996.


NOTARY PUBLIC

My Commission Expires:

ARTICLES OF INCORPORATION



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ACCEPTANCE OF REGISTERED AGENT

96 FEB -1 PM 2:27

DATE
STATE OF FLORIDA

Having been named to accept process for the above stated corporation, pursuant to Florida Statute § 48.091 and Article VII of these Articles of Incorporation, the undersigned Sole Incorporator/Registered Agent does hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office and designates his location for service of process as:

MATTHEW J. SCHIRMER, ESQUIRE
800 North Belcher Road
Suite 4
Clearwater, Florida 34625

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.


MATTHEW J. SCHIRMER, ESQUIRE