

P960000012636

FEBRUARY 01, 1996

SECRETARY OF STATE,
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA, 32314

DEAR SIR:

ENCLOSED KINDLY FIND ARTICLES OF INCORPORATION COMPLETED AND SIGNED,
TOGETHER WITH A CHECK IN THE AMOUNT OF \$122.50 PAYABLE TO THE
SECRETARY OF STATE.

I WOULD APPRECIATE YOUR OFFICE FILING SAME AND NOTIFICATION AS TO THE
DOCUMENT NUMBER ASSIGNED THIS NEW CORPORATION.

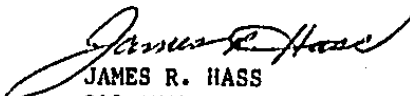
NAMES FOR THE NEW CORPORATION IN ORDER OF PREFERENCE ARE:

1. LAWN SPECIALTY INC
2. The Lawn Specialist Inc
3. Guy & Gal Complete Lawn Care Inc

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-02/06/96--01020--007
***122.50 ***122.50

SHOULD I HAVE OVERLOOKED ANY PAPERWORK REQUIRED TO ESTABLISH A
PROPER FILING, KINDLY TELEPHONE AT (941) 484-8658.

RESPECTFULLY,


JAMES R. HASS
913 GUADELOUPE AVE W
VENICE, FLORIDA 34292

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**ARTICLES OF INCORPORATION
OF
LAWN SPECIALTY INC**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of Corporation is: LAWN SPECIALTY INC

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are :

A. To engage in and transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The name and address of the initial Registered Agent and Office of this Corporation is as follows:

JAMES R. HASS
913 GUADELOUPE AVE W
VENICE, FLORIDA 34292

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

JAMES R. HASS
913 GUADELOUPE AVE W
VENICE FLORIDA 34292

Article 7. Incorporators. The Name and address of each incorporator is as follows:

James R. Hass
JAMES R. HASS

913 GUADELOUPE AVE W.
VENICE, FL 34292.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and any right conferred upon the Shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 2ND day of FEB, 1996.

James R. Hass
JAMES R. HASS, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared JAMES R. HASS, well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 2ND day of FEB, 1996.

Michelle Sutton-Neitzel
Notary Public, State of Florida
My Commission Expires:



MICHELLE SUTTON NEITZEL
My Commission CC478630
Expires Jul. 08, 1999
Bonded by ANB
800-852-9878

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of LAWN SPECIALTY INC., which is contained in the foregoing Articles of Incorporation.

DATED this 2ND day of FEB, 1996.

James R. Hass
AGENT: JAMES R. HASS

Registered.

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