

LAW OFFICES

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P960000018531

February 22, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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To whom it may concern:

Please receive the enclosed Articles of Incorporation for filing as a new corporation under the laws of the State of Florida. If you have any questions concerning this matter, please do not hesitate to contact my office.

Very truly yours,


E. Douglas Spangler, Jr., Esquire

EDS/lk
Enclosure

FILED
96 FEB 26 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
2-28-96

**ARTICLES OF INCORPORATION
OF
RICK'S CLEAN CUT LAWN SERVICE, INC.**

FILED
96 FEB 26 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation pursuant to Section 607.0202, Florida Statutes, under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

Rick's Clean Cut Lawn Service, Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share. The shareholders of this Corporation shall have preemptive rights.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 1620 Main Street, Suite 3, Sarasota, FL 34236, and the name of the initial Registered Agent for the

corporation at that address is E. Douglas Spangler, Jr., PA.

The street and mailing address of the principal office of this corporation is: 2125 Alpine Ave., Sarasota, FL 34239.

ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Rick E. Hatfield
2125 Alpine Ave.
Sarasota, FL 34239

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

Rick E. Hatfield
2125 Alpine Ave.
Sarasota, FL 34239

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended by Resolution adopted by the

Board of Directors, proposed by it to the Shareholders and approved at a Shareholders Meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 13 day of February, 1996.

Incorporator:

Rick E. Hatfield
Rick E. Hatfield

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, an officer duly authorized to take acknowledgments, personally appeared **Rick E. Hatfield**, known to me to be the person(s) described in or has produced N/A as identification and who did take an oath and who executed the foregoing, and acknowledged before me that he executed the same and that the statements contained herein are true.

Witness my hand and official seal this 13th day of February, 1996.

My commission expires:



LISA A KANDEL
My Commission CC478203
Expires Jul. 03, 1999
Bonded by HAI
800-422-1555

Lisa A. Kandel
Notary Public

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

FILED

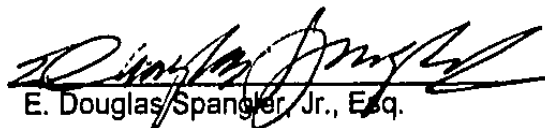
96 FEB 26 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida. RICK'S CLEAN CUT LAWN SERVICE, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 2125 Alpine Ave., Sarasota, FL 34239, has named E. Douglas Spangler, Jr., Esquire of E. Douglas Spangler, Jr., PA, whose address is 1620 Main Street, Suite 3, Sarasota, FL 34236, as Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


E. Douglas Spangler, Jr., Esq.

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, an officer duly authorized to take acknowledgments, personally appeared E. Douglas Spangler, Jr., Esquire, known to me to be the person(s) described in or has produced N/A as identification and who did take an oath and who executed the foregoing, and acknowledged before me

that he executed the same and that the statements contained herein are true.

Witness my hand and official seal this 13th day of February, 1996.

My commission expires:



LISA A KANDEL
My Commission CO476203
Expires Jul. 03, 1999
Bonded by FIA
800-422-1688

Lisa A. Kandel
Notary Public