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April 11, 1996

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Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

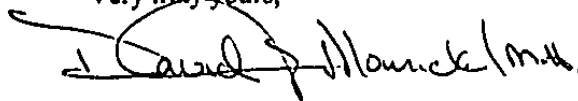
RE: CAROLINA LAWNS, INC.

To Whom It May Concern:

Enclosed you will please find Articles of Incorporation and a check in the amount of
\$122.50 in connection with the above-referenced corporation.

Please file the articles and return confirmation as to same.

Very truly yours,



David J. Mourick

DJM:mh
Encl.

FILED
96 APR 15 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Plt 4/17/96

ARTICLES OF INCORPORATION

OF

CAROLINA LAWNS, INC.

FILED

96 APR 15 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of eighteen years or more for the purpose of forming a corporation under Chapter 607 of the Official Florida Statutes, as revised from time to time adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is: CAROLINA LAWNS, INC.

The principal office of the Corporation is: 2063 Timberline Drive, Naples, Florida 33942.

ARTICLE TWO

The address including street and number, if any, of the corporation's initial registered office in this state is 2063 Timberline Drive, Naples, Florida 33942 and the name of its initial agent at such address is Larry Wayne Wall.

ARTICLE THREE

This corporation is to have perpetual existence.

ARTICLE FOUR

This Corporation is formed for the following purposes:

For all lawful and permitted uses and purposes, and to entitle the corporation to transact all other lawful activities as permitted under the laws of the State of Florida, and as permitted to be conducted by corporations incorporated under the provisions of Chapter 607 of the Official Florida Statutes, as revised from time to time.

ARTICLE FIVE

The name and place of residence of the sole incorporator is as follows:

Larry Wayne Wall, 2063 Timberline Drive, Naples, Florida 33942

ARTICLE SIX

This corporation shall have no Board of Directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the shareholders.

ARTICLE SEVEN

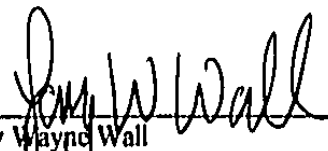
The preemptive right of a shareholder to acquire additional shares is not limited or denied.

ARTICLE EIGHT

The aggregate number, class and par value, if any, of shares which the corporation shall have authority to issue shall be:

100 shares of \$1.00 par value, common voting shares of capital stock and no other class of stock.

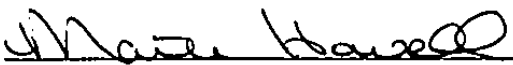
IN WITNESS WHEREOF, these Articles of Incorporation have been signed on this 10th day of April, 1996.



Larry Wayne Wall

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10th day of April, 1996, by LARRY WAYNE WALL, who is personally known to me or who has produced _____, as identification and who did take an oath.



- Notary Public

State of Florida



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

FILED

96 APR 15 AM 11:00

Pursuant to the provisions of F.S. §607.0501, 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: CAROLINA LAWNS, INC.
2. The name of the registered agent is: Larry Wayne Wall
3. The address of the registered agent/registered office is: 2063 Timberline Drive, Naples, Florida 33942.

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


LARRY WAYNE WALL