

P96000057902

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. 1-800-342-8062
 FAX (904) 222-1272

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/10/96		
TIME	9:30		CK No. _____
BY	CD		

WALK-IN
 WIN Pick Up _____

No 52602

RE: Shred's Two-Can-Do
Tropical Design Landscaping
And Lawn Service, Inc.

C.O. FEB. DISBURSED

<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 type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> (1) Gen. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input checked="" type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U S.		
<input type="checkbox"/> Petition 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

OF

SHRED'S TWO-CAN-DO TROPICAL DESIGN LANDSCAPING
AND LAWN SERVICE, INC.

FILED
05 JUL 10 PM 1:58
JACKSONVILLE, FLORIDA

The undersigned do hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida, Chapter 601, and do hereby certify that the following Articles of Incorporation have been adopted:

ARTICLE I

The name of the corporation is SHRED'S TWO-CAN-DO TROPICAL DESIGN LANDSCAPING AND LAWN SERVICE, INC.

ARTICLE II

This corporation is organized to engage in the business of servicing, tending, and landscaping lawns and grounds as is permissible under the laws of the United States and of the State of Florida.

ARTICLE III

The mailing address of this corporation shall be 10450 Skycrest Drive, Jacksonville, Florida 32246.

ARTICLE IV

The maximum number of shares of common stock that this corporation is authorized to issue and to have outstanding at any times is 100 shares, having a par value of One Dollar (\$1.00) per share. All common stock shall be fully paid and nonassessable.

ARTICLE V

The name and address of the registered agent is Jesse Lee Wilburn, 10450 Skycrest Drive, Jacksonville, Florida 32246.

ARTICLE VI

The name and address of each incorporator and a statement of the number of shares which he/she agrees to subscribe, along with the value which he/she agrees to thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO.</u>	<u>VALUE</u>
Jesse Lee Wilburn Vice President	10450 Skycrest Drive #1205, Jacksonville, FL 32225	100	\$100
David Wayne Schroeder President Secretary, and Treasurer	4038 Bunnel Road Jacksonville, Florida 32246	0	\$0

The proceeds of the shares of stock subscribed for will be at least as much as the amount of the par value thereof.


ARTICLE VII

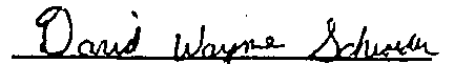
The officers of this corporation shall be the President, Vice President, Secretary, Treasurer and other such officers, agents, and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE VIII

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred on shareholders herein granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this _____ day of June, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and he/she hereby makes and files, in the Office of the Secretary of the State of Florida, these Articles of Incorporation, and certifies that the facts herein stated are true.


JESSE LEE WILBURN
Vice President


DAVID WAYNE SCHROEDER
President

FILED
55 JUL 10 PM 1:59
JACKSONVILLE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, SHRED'S TWO-CAN-DO TROPICAL DESIGN LANDSCAPING AND LAWN SERVICE, INC., desiring to organize under the laws of the State of Florida, which its registered office, as indicated in the Article of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named JESSE LEE WILBURN, located at 10450 Skycrest Drive, Jacksonville, Florida 32246, as its registered agent to accept Service of Process within the State of Florida.


JESSE LEE WILBURN, Vice President

DATE:

6/27/96

ACKNOWLEDGEMENT

The undersigned, having been named to accept Service of Process for the above-state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping my office open.


JESSE LEE WILBURN, Vice President

DATE:

6/27/96

P96000057902

HARDESTY & TYDIE, P.A.
ATTORNEYS AT LAW

W. MARC HARDESTY
MICHAEL E. TYDIE

4004 ATLANTIC BLVD.
SUITE 1B
JACKSONVILLE, FL 32207-2104
TELEPHONE 904-398-2212
FAX 904-398-1944

August 16, 1996

Division of Corporations
Attention: Amendment Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

200001982542
-03/27/96--01050--003
*****25.00 *****25.00

RE: Articles of Amendment to Articles of Incorporation of
Shred's Two-Can-Do Tropical Landscaping and Lawn Service, Inc.

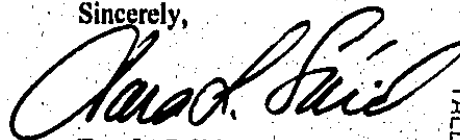
Dear Sirs:

Enclosed please find articles of Amendment that need to be filed with the state. I have enclosed a check in the amount of \$35.00 for the filing fee. Please forward the response letter acknowledging the changes in the articles to the following address:

Jesse Lee Wilburn
10450 Skycrest Drive
Jacksonville, Florida 32246

If you have any questions or concerns regarding the amendments, please feel free to contact me at the above listed number. Thank you for your attention to this matter.

Sincerely,



Tara L. Sa'id, Paralegal to
W. Marc Hardesty, Esquire

/tts
wilburn/amend.ltr
enclosure

SH 2/3

FILED
96 AUG 26 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SHRED'S TWO-CAN-DO TROPICAL DESIGN LANDSCAPING
AND LAWN SERVICE, INC.**

FILED
JAN 25 PM 5 13
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

PURSUANT to the provisions of section 607.1008, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of Incorporation:

FIRST: Amendment(s) deleted: Article VI and Article VIII.

Amendments adopted: Article IX

ARTICLE I

The name of the corporation is SHRED'S TWO-CAN-DO TROPICAL DESIGN LANDSCAPING AND LAWN SERVICE, INC.

ARTICLE II

This corporation is organized to engage in the business of servicing, tending, and landscaping lawns and grounds as is permissible under the laws of the United States and of the State of Florida.

ARTICLE III

The mailing address of this corporation shall be 10450 Skycrest Drive, Jacksonville, Florida 32246.

ARTICLE IV

The maximum number of shares of common stock that this corporation is authorized to issue and to have outstanding at any times is 100 shares, having a par value of One Dollar (\$1.00) per share. All common stock shall be fully paid and nonassessable.

ARTICLE V

The name and address of the registered agent is Jesse Lee Wilburn, 10450 Skycrest Drive, Jacksonville, Florida 32246.

ARTICLE VI

The name and address of each incorporator and a statement of the number of shares which he/she agrees to subscribe, along with the value which he/she agrees to thereof is as follows:

NAME	ADDRESS	NO.	VALUE
Jesse Lee Wilburn President, Vice President Secretary, and Treasurer.	10450 Skycrest Drive, #1205 Jacksonville, Florida 32225	100	\$100

The proceeds of the shares of stock subscribed for will be at least as much as the amount of the par value thereof.

ARTICLE VII

The officers of this corporation shall be the President, Vice President, Secretary, Treasurer and other such officers, agents, and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any two or more offices may be held by the same person.


ARTICLE VIII

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred on shareholders herein granted, subject to this reservation.

ARTICLE IX

The address of the registered office of this corporation is: 10450 Skycrest Drive, #1205, Jacksonville, Florida 32225. The name of the registered agent of this corporation is Jesse Lee Wilburn.

IN WITNESS WHEREOF, the undersigned incorporator, hereby executed these Articles of Amendment to Articles of Incorporation and certifies to the truth of the facts herein stated, this 16th day of August, A.D., 1996.



JESSE LEE WILBURN, PRESIDENT, VICE
PRESIDENT, TREASURER, AND SECRETARY

STATE OF FLORIDA, COUNTY OF DUVAL, To Wit:

BEFORE ME, the undersigned authority personally appeared **JESSE LEE WILBURN**, to me well known and known to be the person described in and who executed the foregoing Articles of Amendment to Articles of Incorporation, and he acknowledges before me that he executed the same, for the purpose therein expressed.

WITNESS my hand, at Jacksonville, County of Duval, Florida this 16th day of August, 1996.


TARA L. SAID
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Feb. 27, 1997
Commission No. CC 441908


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 2/27/99

ACKNOWLEDGMENT OF REGISTERED AGENT

Said Registered Agent named in Article X hereof, has executed the following acknowledgment, accepting said office and agreeing to comply with the provision of Chapter 48.093, Florida Statutes: I, **JESSE LEE WILBURN**, having been named to accept service of process for the above stated corporation at the place designated in Article X hereof, hereby accepts to act in this capacity, and agrees to comply with the provisions of said act relative to keeping open said office.


JESSE LEE WILBURN, PRESIDENT, VICE
PRESIDENT, TREASURER, AND SECRETARY

SECOND: N/A

THIRD: The date of each Amendment's adoption: August 16, 1996.

FOURTH: **ADOPTION OF AMENDMENTS**

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

FIFTH: **EFFECTIVE DATE**

These Amendments to Articles of Incorporation shall be effective on August 16, 1996 at 12:00 midnight. This election is pursuant to Florida Statute 607.0123(2).

Signed this 16th day of August, 1996.

Signature: Jesse L. Wilburn
JESSE LEE WILBURN, PRESIDENT, VICE PRESIDENT,
TREASURER, AND SECRETARY.