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HARLEE PORGES ET AL

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TO: DIVISION OF CORPORATIONS

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NAME: POOR BOY'S COMPLETE LAWN CARE II, INC.

AUDIT NUMBER.....H96000012241

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9/3/96

ARTICLES OF INCORPORATION  
OF  
POOR BOY'S COMPLETE LAWN CARE II INC.

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ARTICLE I. NAME

The name of this corporation shall be POOR BOY'S COMPLETE LAWN CARE II, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 3415 - 34th Street,  
East, Bradenton, Florida, 34208.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of filing of these  
Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

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.

Prepared by: Joseph L. Najwy, Esquire  
Harlee, Porges, Hamlin, Knowles, Wald & Prouty, P.A.  
1205 Manatee Avenue West  
Bradenton, FL 34205  
941-748-3770  
FL Bar No. 0847283

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**ARTICLE V. CAPITAL STOCK**

This corporation shall have the authority to issue 10,000 shares of One Dollar (\$1.00) par value common capital stock.

**ARTICLE VI. PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares such shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting such shareholder to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The names and addresses of the individuals who shall serve as the initial Directors are:

Blake J. Younce  
3415 - 34th Street, East  
Bradenton, Florida 34208

Belinda L. Younce  
3415 - 34th Street, East  
Bradenton, Florida 34208

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 3415 - 34th Street, East, Bradenton, Florida, 34208.

The name of the individual who shall serve as this corporation's initial Registered Agent at that address is: Blake J. Younce.


ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:  
Blake J. Younce, 3415 - 34th Street, East, Bradenton, Florida, 34208.

ARTICLE XI. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a seventy-six percent (76%) vote.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this  
3rd day of September, 1996.

  
Blake J. Younce, Incorporator

STATE OF FLORIDA  
COUNTY OF MANATEE

On September 3, 1996, Blake J. Younce, designated above as the individual who shall serve as this corporation's incorporator, who is personally known to me, appeared before me and signed these Articles of Incorporation.



DOREEN B. ALCORN  
My Commission CC488088  
Expires Jun. 28, 1998  
Provided by H&J  
800-488-1988

Doreen B. Alcorn  
Notary Public, State of Florida

Doreen B. Alcorn  
(Typed or Printed Name of Notary)

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of POOR BOY'S COMPLETE LAWN CARE II, INC., which is contained in the foregoing Article of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (1993), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 3 day of September, 1996.

Blake J. Younce  
Blake J. Younce, Registered Agent

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