

960000735/7

PETER T. FLOOD
ATTORNEY AT LAW
201 SOUTH AIRPORT ROAD
NAPLES, FLORIDA 33942
TELEPHONE (941) 263-2177

FAX (941) 263-0707
ADMITTED TO PRACTICE IN MICHIGAN

August 28, 1996

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

800001937038
-08/30/96--01072--007
***122.50 ***122.50

RE: Proper Lawn Maintenance Corp. and Levitan & Crow Companies

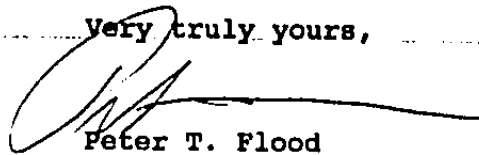
Dear Sir/Madam:

Enclosed herewith please find for filing ARTICLES OF INCORPORATION of the above two corporations, together with my firm's check in the amount of \$122.50 respectively representing the filing fees.

Kindly file same in the usual manner and return a certified copy of same to the undersigned.

Thank you for your courtesy and cooperation.

Very truly yours,



Peter T. Flood

PTF:mlf
Encs.

FILED
96 AUG 30 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAB 9/5

ARTICLES OF INCORPORATION
OF
PROPER LAWN MAINTENANCE CORP.

FILED
96 AUG 30 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of the corporation is: PROPER LAWN MAINTENANCE CORP.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock with no par value.

The share authorization shall consist of one class of stock only, that being common stock.

The preferences, limitations and relative rights, qualifications or restrictions of this stock shall be as follows:

(a) Each share of common stock shall be entitled to one (1) vote.

(b) Such stock shall be deemed "Section 1244 stock" within the meaning of the Internal Revenue Code of 1954.

The common stock shall be issued when the Board of Directors so determine.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, and the date and time of its corporate existence shall commence upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

This Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: Christopher B. Jackson, 2611 48th Street, Northeast, Naples, Florida 34120.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address is:

Christopher B. Jackson, 2611 48th Street, Northeast, Naples, Florida 34120.

ARTICLE VIII. INCORPORATORS

The name and street address of the person signing these Articles of Incorporation as the Incorporators is:

Christopher B. Jackson, 2611 48th Street, Northeast, Naples, Florida 34120.

ARTICLE IX.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

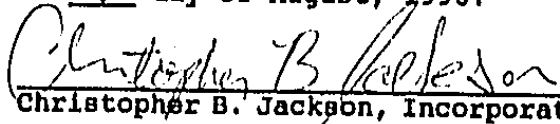
ARTICLE X.

This Corporation shall be a "Sub-Chapter S" Corporation for Federal Income Tax purposes.

ARTICLE XI.

These Articles of Incorporation are executed by Christopher B. Jackson, its Incorporator, in compliance with sec. 607.164 of the Florida statutes.

The undersigned, as incorporator, has executed the foregoing Articles of Incorporation on the 26th day of August, 1996.


Christopher B. Jackson, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a Notary Public, personally appeared Christopher B. Jackson to me known to be the person described as incorporator and who executed the foregoing Articles of Incorporation on August 26, 1996.


Notary Public

MARY LOU FISHER
MY COMMISSION # CC 814292
EXPIRES: December 3, 1999
Qualified Thru Notary Public Underwriters

Having been named to accept service of process for the above stated corporation, as the registered agent, at the Corporation's principal office address which is 2611 48th Street, Northeast, Naples, Florida 34120, I hereby agree to act in this capacity, and I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

PROPER LAWN MAINTENANCE CORP.

BY: 
Christopher B. Jackson, President

This instrument prepared by:
Peter T. Flood (34104)
201 South Airport Road
Naples, FL 33942
(941) 263-2177