

DAY & DAY, P.A.

Certified Public Accountants

Member

American Institute of Certified Public Accountants

Florida Institute of Certified Public Accountants

2801 S.W. COLLEGE ROAD #13

Ocala, FLORIDA 34474

(352) 237-6161

P96000098800

December 3, 1996

Florida Department Of State
Division Of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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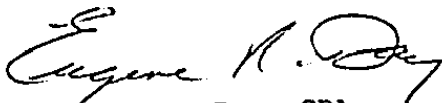
To whom it may concern:

We are enclosing Articles Of Incorporation for Sheps Lawn
Care, Inc. for filing with the Department.

We have also enclosed a check in the amount of \$122.50 for
the fees associated with the filing, the resident agent
designation, and the certified copy.

Please let us know if anything further is required.

Very truly yours;


Eugene R. Day, CPA

DEC 6 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SHEPS LAWN CARE, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this Corporation is Sheps Lawn Care, Inc.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This Corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

Article V - Initial Street Address

The street address of the initial principal office of this corporation is 156 Juniper Trail, Ocala, Florida, 34480, and the name of the initial registered agent of this Corporation at that address is Jon L. Shepler.

Article VI - By-laws

The power to adopt, amend, or repeal By-Laws shall be vested in the shareholders.

Article VII - Initial Board Of Directors

This Corporation shall have two (2) directors initially. The number of directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Jon L. Shepler	156 Juniper Trail, Ocala, Florida 34480
Teresa A. Shepler	156 Juniper Trail, Ocala, Florida 34480

The persons named as initial directors shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified, whichever occurs first.

Article VIII - Incorporator

The name and address of the person signing these articles is: Jon L. Shepler, 156 Juniper Trail, Ocala, Florida 34480

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article X - Pre-emptive Rights

Each shareholder of this 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 he 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 pre-empted 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 him to exercise his pre-emptive 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 XI - Amendment

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 stockholders 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.

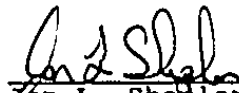
ARTICLE XII - Registered Agent

Shops Lawn Care, Inc., desiring to organize under the laws of the State Of Florida, with its principal office in the City Of Ocala, County Of Marion, and State Of Florida, has named Jon L. Shepler, located at 156 Juniper Trail, Ocala, Florida 34480, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Jon L. Shepler
Registered Agent

In witness whereof, the undersigned subscriber has executed these Articles of Incorporation this _____ day of _____ 1996.


Jon L. Shepler, Subscriber

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Incorporation were acknowledged before me this 16 day of 11, 1996 by Jon L. Shepler, who is personally known to me or produced the identification described below and who did not take an oath.

My Commission Expires:


Notary Public



LAURIE A. REID
MY COMMISSION # CC448390 EXPIRES
March 26, 1999
* I' DED THRU TROY FAN INSURANCE, INC.


Identification