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Ronald H. Schnell
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LAW OFFICES of
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3535 FIRST AVENUE NORTH
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February 28, 1997

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

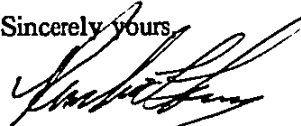
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*****91.50 *****91.50

Re: Incorporation of B&R Lawn and Tree Service, Inc.

Dear Sir or Madam:

Enclosed you will find the original Articles of Incorporation for B&R Lawn and Tree Service, Inc. Please file the same and provide me with an appropriate Certificate of Incorporation. I am enclosing a check drawn on this firm's account in the amount of \$91.50 to cover the filing fees.

Sincerely yours



Rembert L. Lowery

FILED
97 MAR -3 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAR 6 1997

ARTICLES OF INCORPORATION
OF
B&R LAWN AND TREE SERVICE, INC.

FILED
97 MAR -3 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation.

1. Name: The name of the corporation is B&R LAWN AND TREE SERVICE, INC.
2. Principal Office/Mailing Address: The principal office and mailing address of the corporation is 6379 Hampton Drive North, St. Petersburg, FL 33710.
3. Shares: The number of shares the corporation is authorized to issue is 1,000 shares.
4. Preemptive 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 the number of shares he or she holds at the time of issue bears to the total number of shares 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 him or her to use his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder within thirty (30) days of receipt on notice from the corporation.
5. Initial Registered Office and Agent: The name and street address of the initial registered agent of this corporation is:

REMBERT L. LOWERY, ESQUIRE
3535 First Avenue North
St. Petersburg, FL 33713

6. Incorporators: The name and address of each Incorporator is:

BRIAN CARROLL
6379 Hampton Dr. N.
St. Petersburg, FL 33710

RAYMOND PHELPS
7050 48th St. N.
Pinellas Park, FL 33781

PATRICIA CARROLL
3400 79th St. N.
St. Petersburg, FL 33710

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of

Incorporation this 27th day of February, 1997.

Brian Carroll
BRIAN CARROLL

Raymond Phelps
RAYMOND PHELPS

Patricia Carroll
PATRICIA CARROLL

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

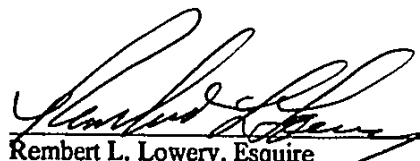
Pursuant to the provisions of Section 607.0501, Florida Statutes, the below named corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is

B&R LAWN AND TREE SERVICE, INC.

2. The name and address of the registered agent and office is
REMBERT L. LOWERY, ESQUIRE, 3535 First Avenue North, St. Petersburg, FL 33713

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


Rembert L. Lowery, Esquire
February 27, 1997

FILED
97 MAR -3 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA