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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AND COUNSELORS AT LAW
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KEY WEST, FLORIDA 33041-1800

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD
OF COUNSEL
JOHN M. SPOTTSWOOD (1920-1978)

TELEPHONE
305 - 304 - 5555
TELECOPIER
305 - 302 - 1982

March 7, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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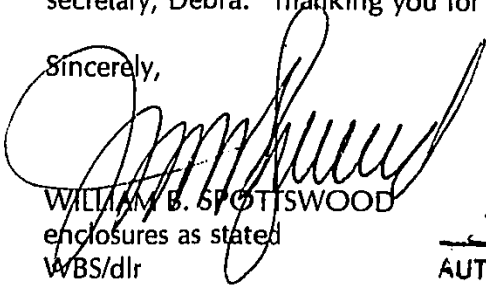
RE: ANDY'S LAWN SERVICE OF KEY WEST, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for ANDY'S LAWN SERVICE OF KEY WEST, INC., a Florida Corporation, together with my check in the amount of \$122.50 for filing same. Kindly return a certified copy to the undersigned at the letterhead address.

If you have any questions or require additional information, please contact me or my secretary, Debra. Thanking you for your assistance in this matter, I am

Sincerely,


WILLIAM B. SPOTTSWOOD
enclosures as stated
WBS/dlr

Encl: as stated
c:\wp51\work\corporation\hutu\lr

Debra GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA-time
DATE 3-19-97
DOC. EXAM FC

FILED
97 MAR 12 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. GUNESMAN MAR 19 1997

297-13802

ARTICLES OF INCORPORATION

FILED
97 MAR 12 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is:

ANDY'S LAWN SERVICE OF KEY WEST, INC.

SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.

FOURTH: The name and address of the initial registered agent of this corporation is: WILLIAM B. SPOTTSWOOD whose mailing address is 5130 Route U.S. 1, Stock Island, Florida 33040.

FIFTH: The names and addresses of the initial directors are:
Steve Hetu President
Sharron Hetu Secretary
The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.

SIXTH: The name and address of the incorporator of this corporation is: Steve Hetu whose address is 5130 Route U.S. 1, Stock Island, Florida 33040.

SEVENTH: This corporation shall indemnify its officer, directors, employees and agents to the full extent permitted by law.

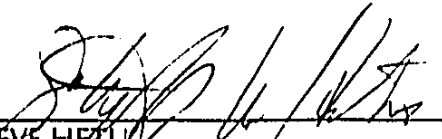
EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

NINTH: The principal address of the corporation is 5130 Route U.S. 1, Stock Island,

Florida 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of MARCH, 1997.

Incorporator:

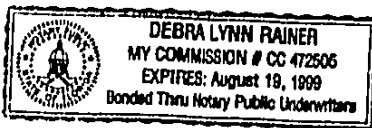


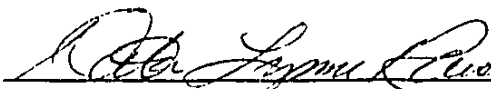
STEVE HETU

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 6 day of MARCH, 1997, by STEVE HETU who is personally known to me.



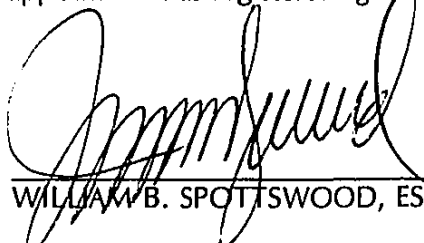


NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.



WILLIAM B. SPOTTSWOOD, ESQ.

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91 MAR 12 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA