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Debbie L. Patterson
Tinkley Lawn Care
1319 Kurume Court
Orlando, Florida 32818
(407) 299-8288

March 27, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-04/01/97--01087--007
****122.50 ****122.50

RE: Tinkley Lawn Care, Inc.

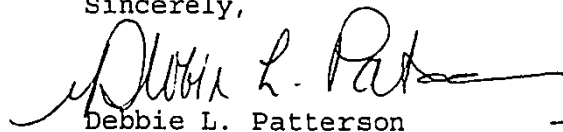
Ladies/Gentlemen:

Enclosed please find the original Articles of Incorporation of Tinkley Lawn Care, Inc. along with a check in the amount of \$122.50 to cover the costs of filing same.

Please return the certified copy to the undersigned at your earliest convenience.

If you have any questions in this regard, or should require anything further, please feel free to contact this office

Sincerely,


Debbie L. Patterson

Enclosures as noted

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FILED
97 APR - 1 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TINKLEY LAWN CARE, INC.**

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TINKLEY LAWN CARE, INC.

The address of the principal office of this corporation shall be 1319 Kurume Court, Orlando, Florida 32818, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$20.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1319 Kurume Court, Orlando, Florida 32818, and the name of the initial registered agent of the corporation at that address is Debbie L. Patterson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

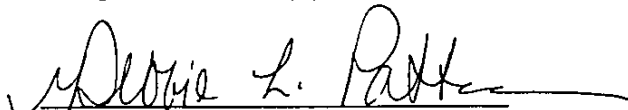
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: TINKLEY LAWN CARE, INC.
2. The name and address of the registered agent and office is:

Debbie L. Patterson 1319 Kurume Court
Orlando, Florida 32818

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the 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.


Debbie L. Patterson

FILED
97 APR - 1 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have Two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

David C. Tinkley, Director	1319 Kurume Court Orlando, Florida 32818
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Jay S. Tinkley, Director	5607 S. Ridgeway Orlando, Florida 32819
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ARTICLE IX. OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

David C. Tinkley President	1319 Kurume Court Orlando, Florida 32818
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Jay S. Tinkley Vice President	5607 S. Ridgeway Orlando, Florida 32819
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David C. Tinkley Secretary	1319 Kurume Court Orlando, Florida 32818
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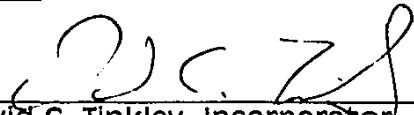
Jay S. Tinkley Treasurer	5607 S. Ridgeway Orlando, Florida 32819
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ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

David C. Tinkley
1319 Kurume Court
Orlando, Florida

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles Of Incorporation this 25 day of March, 1997.



David C. Tinkley, Incorporator