

797000038180

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
97 APR 29 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K.R. APR 29 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-29-97		
TIME	9:51		CK No. _____
BY	CJB		

WALK-IN  
Will Pick Up \_\_\_\_\_

RE: Shepard's Lawn &  
General Maintenance, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> (4) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	300002158203--3 04/29/97--01061--018 ****122.50 ****122.50	
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		
SUBTOTALS		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
Shepard's Lawn & General Maintenance, Inc.  
a Florida Corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I  
CORPORATE NAME AND PRINCIPAL OFFICE

The name and principal office of this Corporation shall be:  
Shepard's Lawn & General Maintenance, Inc.  
17359 Rocky Pines Road  
Jupiter, FL 33478

ARTICLE II  
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time 500 shares of stock having a par value of \$.01 per share, which shall be entitled to vote on all matters, each share having one (1) vote.

ARTICLE IV  
PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V  
EXISTENCE

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Joseph P. Shepard  
INITIAL REGISTERED OFFICE: 17359 Rocky Pines Road  
Jupiter, FL 33478

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
Registered Agent

ARTICLE VII  
INITIAL DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

ARTICLE VIII  
INITIAL DIRECTORS

The name and address of the member of the initial Board of Directors is:

Joseph P. Shepard  
17359 Rocky Pines Road  
Jupiter, FL 33478

ARTICLE IX  
CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE X  
INCORPORATOR

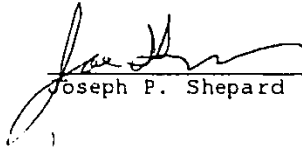
The name and address of the Incorporator executing these Articles of Incorporation is:

Joseph P. Shepard  
17359 Rocky Pines Road  
Jupiter, FL 33478

ARTICLE XI  
AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

- IN WITNESS WHEREOF, I, the Incorporator have executed these Articles of Incorporation this 23rd day of April, 1997.

  
Joseph P. Shepard

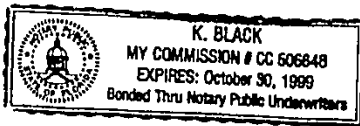
STATE OF FLORIDA

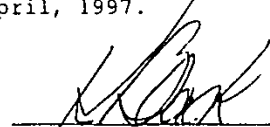
)  
) ss:  
)

COUNTY OF Palm Beach

BEFORE ME, the undersigned authority, an officer duly qualified to administer oaths and take acknowledgements in the State and County aforesaid, personally appeared Joseph P. Shepard, to me known to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in West Palm Beach, Palm Beach County, Florida, this 23rd day of April, 1997.



  
Notary Public, State of Florida  
at Large

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA