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THOMAS SALE, JR.
Attorney and Counsellor at Law

FILED

SUITE ONE

97 MAY 13 PM 10:59

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PANAMA CITY, FLORIDA 32402

TALLAHASSEE, FLORIDA

May 12, 1997

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

Re: DISTINCTIVE LAWN, INC.

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the subject corporation, along with a Designation of Resident Agent which we will appreciate your filing and returning a copy to us.

Also enclosed is my check in the amount of \$122.50 for the filing fee.

If there is any question, please contact us at the above number.

Very truly yours,

Thomas Sale, Jr.

Thomas Sale, Jr.

TSJr/km

Enclosures

PH
5/16/97

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ARTICLES OF INCORPORATION

PAID MAY 13 1997
TALLAHASSEE, FLORIDA

OF

DISTINCTIVE LAWN, INC.

The undersigned subscribers to these Articles of Incorporation hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation is DISTINCTIVE LAWN, INC. The principal office of the corporation is 322 Bunkers Cove Road, Panama City, Florida, and the mailing address is 322 Bunkers Cove Road, Panama City, Florida.

Article II - Nature of Business

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

Article III - Duration

This corporation shall have perpetual existence and shall commence on filing.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of common stock, each share having the par value of \$1.00.

Article V - Initial Registered
Office and Agent

The street address of the initial registered office of this corporation is 602 Harrison Avenue, Suite One, Panama City, Florida, and the name of the initial registered agent of this corporation at that address is Thomas Sale, Jr.

Article VI - Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Timothy William Percival
322 Bunkers Cove Road
Panama City, Florida 32401

Elizabeth Ann Kruse-Percival
322 Bunkers Cove Road
Panama City, Florida 32401

Article VII - Preemptive Rights

The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

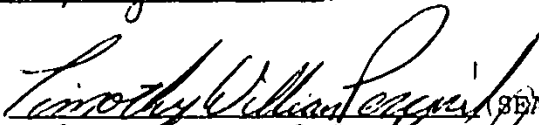

Article VIII - Incorporators

The names and addresses of the persons signing these Articles are:

Timothy William Percival
322 Bunkers Cove Road
Panama City, Florida 32401

Elizabeth Ann Kruse-Percival
322 Bunkers Cove Road
Panama City, Florida 32401

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 12th day of May, 1997.


TIMOTHY WILLIAM PERCIVAL (SEAL)

ELIZABETH ANN KRUSE-PERCIVAL (SEAL)

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally appeared TIMOTHY WILLIAM PERCIVAL, who is personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid this 12th day of May, 1997.

Kelli A. Clark

Notary Public

My Commission expires:



Official Seal
KELLI A. CLARK
Notary Public, State of Florida
My Comm. Expires May 21, 1999
No. CC 465513

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally appeared ELIZABETH ANN KRUSE-PERCIVAL, who is personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid this 12th day of May, 1997.

Kelli A. Clark

Notary Public

My Commission expires:



Official Seal
KELLI A. CLARK
Notary Public, State of Florida
My Comm. Expires May 21, 1999
No. CC 465513

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED TALLAHASSEE, FLORIDA


In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said act:

First, DISTINCTIVE LAWN, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 602 Harrison Avenue, Suite One, Panama City, Bay County, Florida, has named THOMAS SALE, JR., located at 602 Harrison Avenue, Suite One, Panama City, Florida 32401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as Resident Agent for the above stated corporation, at the place designated in this certificate, I hereby accept said appointment, state that I am familiar with, and accept the obligations provided for in the Florida Statute 607.0505.

By:


THOMAS SALE, JR.
Resident Agent