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May 13, 1997

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

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-05/15/97--01087--005
****122.50 ****122.50

RE: Cook and Cook Enterprises, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the proposed Charter for the above corporation, together with a certificate designating the resident agent and my trust account check payable to your order in amount of \$122.50 to cover the following:

Filing fee for Charter	\$35.00
Certified copy of Charter	52.50
Filing fee for Certificate Of Resident Agent	<u>35.00</u>
TOTAL	\$122.50

Please return to me a certified copy of the Charter.

Let me thank you in advance for your services in this regard.

Yours very truly

John B. Walkup Jr.
J. B. Walkup Jr.

JBW/mg
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 15 PM 1:50

(5)

Done 5/19

ARTICLES OF INCORPORATION
OF
COOK AND COOK ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 15 PM 1:50

ARTICLE I NAME

The name of this corporation shall be Cook and Cook Enterprises, Inc.

ARTICLE II DURATION

This corporation shall commence existence upon the filing of these Articles Of Incorporation by the Department Of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III PURPOSE

The general nature of business and the objects and purposes proposed to be transacted by this corporation, in addition to the general corporation powers given and authorized by the laws of the State of Florida, are to be any or all of the following, to-wit:

To maintain and operate a business for the purpose of buying, selling and repairing lawn mowers and other such equipment for lawn care work including parts, accessories, tools and equipment.

In addition to the general corporation powers, for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, including but not limited to, the making and performing of contracts of any kind and description or the purpose of attaining any of the objects of the corporation, and to do and perform any and all things necessary or incident to the performing and carrying out of the powers here and above specifically delegated or implied.

ARTICLE IV CAPITAL STOCK

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of this corporation and the street address of the initial registered office of this corporation is 1736 N.E. 25th Avenue, Ocala, Florida 34470, and the name of the initial registered agent of this corporation at that address is Joel Calvin Cook.

ARTICLE VII CORPORATION MANAGEMENT BY STOCKHOLDERS

The business of this corporation shall be managed by the stockholders of the corporation rather than by a Board Of Directors.

ARTICLE VIII STOCKHOLDERS

The names and post office addresses of the stockholders of this corporation, who are of full age and who are citizens of the United States Of America, and the number of shares of stock and the value thereof are:

Joel Calvin Cook and wife,	100 shares
Melissa F. Cook	
1736 N.E. 25th Avenue	
Ocala, Florida 34470	

ARTICLE IX OFFICERS OF THE CORPORATION

The following shall constitute and be the officers of the corporation for the first year:

Joel Calvin Cook	President and Treasurer
1736 N.E. 25th Avenue	
Ocala, Florida 34470	
Melissa F. Cook	Vice President and Secretary
1736 N.E. 25th Avenue	
Ocala, Florida 34470	

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

ARTICLE XII AMENDMENT

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, the undersigned subscribers have executed these Articles Of Incorporation this 30th day of April, 1997.

Joel Calvin Cook
Joel Calvin Cook

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Joel Calvin Cook personally known to me and known by me to be the person who executed the foregoing Articles Of Incorporation and he acknowledged before me that he executed those Articles Of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 30th day of April, 1997.

NOTARY PUBLIC:



J. B. Walkup, Jr.
MY COMMISSION # CC561401 EXPIRES
June 16, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Sign:

J. B. Walkup, Jr.

Stamp:

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

FILED
SECRETARY OF STATE
97 MAY 15 PM 1:50
DIVISION OF CORPORATIONS

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

and Cook

FIRST -- That Cook/ Enterprises, Inc. is desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles Of Incorporation at Ocala, County of
Marion, State of Florida has named Joel Calvin Cook, located at
1736 N.E. 25th Avenue, Ocala, County of Marion, State of Florida
34470, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
state corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

BY: Joel Calvin Cook
Joel Calvin Cook, Resident Agent