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FERGUSON & SAUNDERS

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

ATTORNEYS AT LAW

3950 ONE ATLANTIC CENTER

1201 WEST PEACHTREE STREET, N.W.

ATLANTA, GEORGIA 30309

404 876-3600

TELEFAX 404 876-0410

May 14, 1997

Florida Department of State
Filing Department
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
5-15-97

Re: Emerald Green Lawn Care West, Inc.

700002183577--5
-05/19/97--01146--001
*****70.00 *****70.00

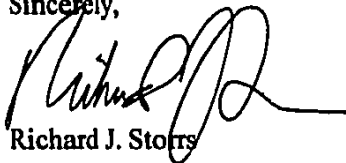
Dear Sir or Madam:

Enclosed please find Emerald Green Lawn Care West, Inc.'s Articles of Incorporation, the Certificate of Designation of Registered Agent, and a check in the amount of \$70.00 to cover the filing fees in connection with those two documents.

Please process Emerald Green Lawn Care West, Inc. as a Florida corporation with an effective date of May 15, 1997.

Feel free to call me if you have any questions.

Sincerely,


Richard J. Storrs

Enclosures
RJS/wp
27164/5949.08

AL MAY 21 1997

FILED
97 MAY 19 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

FILED

97 MAY 19 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Emerald Green Lawn Care West, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

EFFECTIVE DATE
5-15-97

ARTICLE I NAME

The name of the corporation shall be:

Emerald Green Lawn Care West, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

110 State Road 419
Suite 108
Winter Springs, Fla. 32708

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000 common

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Mr. Evan McIntosh
28860 U.S. 19 North
Suite 300
Clearwater, Fl. 34621


ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Mr. Evan McIntosh
28860 U.S. 19 North
Clearwater, Fl. 34621

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

_____ 14th day of May _____, 1997 .


Evan McIntosh

Signature

Signature

Signature

Note : Effective date requested of May 15, 1997

**Articles of Incorporation
Filing Fee - \$35**

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

FILED

97-MAY 19 AM 9:00

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

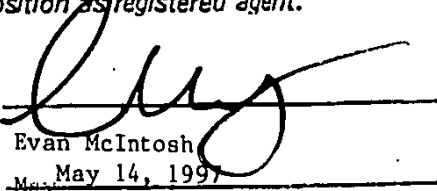
1. The name of the corporation is: Emerald Green Lawn Care West, Inc.

2. The name and address of the registered agent and office is:

Mr. Evan McIntosh (Name)
28860 U.S. 19 North
(P.O. Box NOT acceptable)
Clearwater, Fl. 34621
(City/State/Zip)

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

SIGNATURE


Evan McIntosh

DATE May 14, 1997

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314