

P97000047592
TRANSMITTAL LETTER

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

SUBJECT: MICHAEL'S TOTAL CARE INC.
(Proposed corporate name - must include suffix)

100002192341--1
-05/27/97--01163--015
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MICHAEL RIORDAN
Name (Printed or typed)

4942 S.W. 95th AVENUE
Address

COOPER CITY, FL, 33328
City, State & Zip

954 434-1853
Daytime Telephone number

FILED
97 MAY 27 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 29 1997

NOTE: Please provide the original and one copy of the articles.

CERTIFICATE OF INCORPORATION

OF

MICHAEL'S TOTAL CARE, INC.

FILED

97 MAY 27 AM 8:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to certify that we, the undersigned, hereby associate ourselves into a corporation pursuant to the provisions of the Laws of the State of Florida providing for the formation of Corporations for profit, for the purpose and with the powers herein mentioned, and to that end we do by this certificate set forth:

- 1 -

The name of the Corporation is MICHAEL'S TOTAL CARE, INC.

- 11 -

The general nature of the business or businesses to be transacted shall be:

(a) to provide lawn service, fertilizing, landscaping trash hauling, tree trimming, planting, sodding for private houses apartments or commercial properties.

(b) to purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, permits, privileges and franchises as may lawfully be purchased, exchanged, hired or acquired.

(c) to erect, construct, or lease any and all kinds of buildings, stores, offices and warehouses and any and all structures and erections which may at any time be necessary, useful or advantageous in the judgement of the Board of Directors for the purpose of the corporation, and which can lawfully be done.

(d) to sell, manage, improve, develop, assign, transfer, convey, lease, sub-lease, pledge or otherwise encumber the lands, buildings, real property, chattels real and personal, and wheresoever situated, and any and all legal equitable rights

or on either of them.

(f) to buy, sell and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any acts or things incident to or proper in connection with the carrying on of the business of this company.

(g) to purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidences of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own stock, bonds and other obligations.

(h) to purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this Certificate.

(i) and this Corporation shall have the power to conduct its business in all its branches in the State of Florida, or in any other State or States or Territories of the United States, or in the District of Columbia, and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law, necessary to carry on the business of said Corporation, or to promote any of the subjects or objects for which the corporation is formed. The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation, and the enjoyment thereof, as conferred by the Laws of the State of Florida, under corporations organized under the provisions of the Stock Corporation Law

time is one thousand (1,000) shares.

The par value of each share shall be one dollar (\$1.00).
The Corporation will commence business with five hundred shares.

- IV -

The amount of capital with which the corporation will begin business is not less than Five Hundred Dollars (\$500.00) which said amount has been paid in.

- V -

The Corporation will have perpetual existence.

- VI -

The principal office of the Corporation is to located at 4942 S.W. 95th Avenue, Cooper City, Florida. 33328

- VII -

The business of the Corporation shall be managed and controlled by a board of directors consisting of not less than two nor more than ten members.

- VIII -

The names, post office addresses of the first Board of Directors and Offices who, subject to the provisions of this Certificate of Incorporation, by-laws and Act of the Legislature of the State of Florida, whereunder the Corporation is organized, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

Michael Riordan	4942 SW 95th Ave. Cooper City, Fl. 33328	President
Judy Riordan	4942 SW 95th Ave. Cooper City, Fl 33328	Secy, Treas.

- IX -

The names of each member of this Certificate of Incorporation, and a statement of the number of shares of stock which each mutually agrees to take, are as follows.

All shareholders reside at:

4942 S.W. 95th AVENUE

Cooper City, Florida 33328

- X -

The Corporation may, by action taken at any meeting of the Board of Directors, sell, lease or exchange all of its property, assets, including its goodwill and its corporate business upon such terms and conditions as its Board of Directors deem expedient when and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power on such proposal, provided, however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, or in trust or in pledge to secure indebtedness of the Corporation.

It is the intention that the objects, purposes and powers specified and enumerated herein, shall, except where otherwise expressed, be nowise limited or restricted by reference to or inference from the terms of any other clauses or paragraph of this Certificate of Incorporation, but that the objects, purposes and powers, and the specifications and enumeration of the said objects, purposes and powers of the Corporation.

From time to time, to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this corporation (other than stock book or any of them) shall be open to the inspection of stockholders; and no stockholder shall have any rights of inspection of any accounts, book or document of this Corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

If the by-laws so provide, to designate two or more of its number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any and all of the

This corporation may in its by-laws confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by the statutes.

Both stockholders and directors shall have power to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the statutes).

The Corporation shall have a President, who shall be a Director, a Vice-President, a Secretary and a Treasurer, and may also have one or more additional Vice-Presidents, Assistant Secretaries and Assistant Treasurers, and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws. The same person may hold two or more offices except the President, who shall not also be the Secretary of the Corporation.

- X1 -

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

We, the undersigned, being all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set our hands and seals this 2nd day of November, 1996

(SEAL) 

STATE OF FLORIDA)
)
County of Broward) SS:

I HEREBY CERTIFY that on this 26th day of January, 1997 before me personally appeared **Michael Riordan, Judy Riordan, and Krysten Riordan** to me well known to be the incorporators described herein, and who signed the foregoing Certificate of Incorporation, and who acknowledged before me that they signed, sealed and delivered the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my official hand and seal at the County of Broward, State of Florida, the day and year above written.



DEBORAH MICHELLE SPEZZANO
My Commission CC418801
Expires Nov. 03, 1998
Bonded by HAI
800-422-1555

Deborah Michelle Spezzano

NOTARY PUBLIC

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

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

MICHAEL RIORDAN 4942 S.W. 95th AVENUE COOPER CITY, FLORIDA. 33328

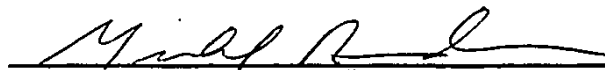
JUDY RIORDAN 4942 S.W 95th AVENUE COOPER CITY, FL. 33328

KRYSTEN RIORDAN 4942 S.W. 95th AVENUE COOPER CITY, FL. 33328


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

2nd day of November, 1996.

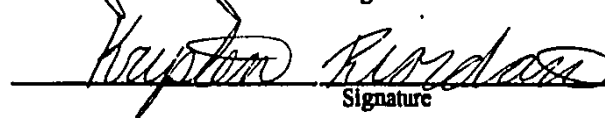
(An additional article must be added if an effective date is requested.)



Signature



Signature



Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

FILED

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

97 MAY 27 AM 8:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

1. The name of the corporation is MICHAEL'S TOTAL CARE, INC.

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

Michael D. Riordan

(NAME)

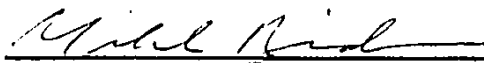
4942 S.W. 95th Avenue

(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Cooper City, Florida 33328

(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)

3-24-97
(DATE)