

PM1000048261

TRANSMITTAL LETTER

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

SUBJECT: PRO CUT OF ORLANDO, INC.  
(Proposed corporate name - must include suffix)

200002196552--8  
-05/30/97--01098--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
<b>ADDITIONAL COPY REQUIRED</b>			

FROM: RICHARD M. CROCKER, JR.  
Name (Printed or typed)

1709 SNARESBROOK WAY  
Address

ORLANDO, FL 32837  
City, State & Zip

407-857-3671 OR 407-857-3145  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 30 PM 12:01

(4)

5/6/2

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

**ARTICLES OF INCORPORATION  
OF  
PROCUT OF ORLANDO, INC.**

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The undersigned, acting as incorporators of ProCut of Orlando under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be: PROCUT OF ORLANDO, INC.

**ARTICLE II. PURPOSE**

The purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**ARTICLE III. INITIAL BUSINESS**

The corporation initially intends to conduct the business of lawn care services. Such initial intention shall in no manner whatever limit the character of the business which the Corporation may ultimately conduct.

**ARTICLE IV. TYPE CORPORATION**

It is the intent of the incorporators to elect that the corporation be treated as an S Corporation.

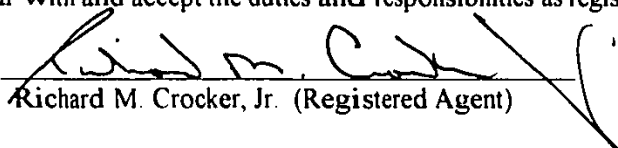
**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be affixed by the board of directors, and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE VI. REGISTERED AGENT**

The street address of the principal office, mailing address and initial registered office of the corporation is 1709 Snaresbrook Way, Orlando, Florida, 32837, and the name of the corporation's initial registered agent at that address is Richard M. Crocker, Jr.

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"

  
Richard M. Crocker, Jr. (Registered Agent)

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#### **ARTICLE VII. BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two (2) directors. The persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are: Richard M. Crocker, Jr., 1709 Snaresbrook Way, Orlando, FL 32837 and Charles A. Taylor, 9828 Bay Vista Estates Blvd., Orlando, FL 32836 otherwise, the number of persons to serve on the Board of Directors shall be fixed by the Bylaws of the Corporation.

#### **ARTICLE VIII. INCORPORATORS**

The names and addresses of the incorporators of the Corporation are:

Richard M. Crocker, Jr.                      1709 Snaresbrook Way  
Orlando, FL 32837

Charles A. Taylor                              9828 Bay Vista Estates Blvd.  
Orlando, FL 32836

#### **ARTICLE IX. DISTRIBUTION FROM CAPITAL SURPLUS**

The Board of Directors of the Corporation may, from time to time, distribute to its shareholders out of, or purchase its own shares from, the capital surplus of the corporation.

#### **ARTICLE X. REPURCHASE OF SHARES**

The Board of Directors of the Corporation may, from time to time, cause the Corporation to purchase its own shares to the extent of the unreserved and unrestricted earned and capital surplus of the Corporation.

#### **ARTICLE XI. DIVIDENDS**

The Board of Directors may authorize the payment of dividends to the holders of shares of any class stock payable in shares of any other class.

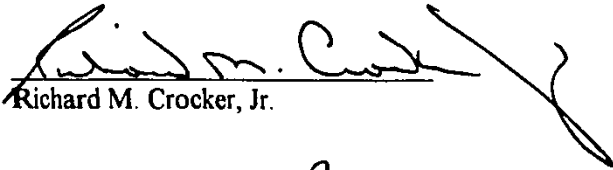
#### **ARTICLE XII. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

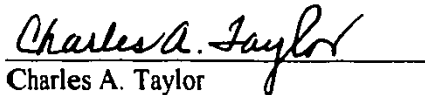
The corporation may indemnify officers, directors, employees or agents in accordance with applicable sections of the state statutes or any successor statute.

**ARTICLES XIII. LIMITATION OF LIABILITY**

The liability of directors to the Corporation or its shareholders for monetary damages for breach of fiduciary duty is eliminated and or limited to the full extent permitted by law.

IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands this 23rd day of May, 1997.

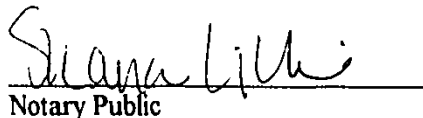
  
Richard M. Crocker, Jr.

  
Charles A. Taylor

STATE OF FLORIDA    )  
                                  ) ss.  
COUNTY OF ORANGE )

This instrument was acknowledged before me, the undersigned

Notary Public, this 27 day of May 1997, by \_\_\_\_\_.

  
Notary Public

My Commission Expires:

