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FILED
97 JUN -4 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 30, 1997

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

700002201027--9
-06/04/97--01046--005
****122.50 ****122.50

The enclosed Articles of Incorporation of Breeden Lawn Maintenance are forwarded for registration as a new corporation in the State of Florida.



TOMMIE L. BREEDEN
INCORPORATOR

PT
6/5/97

ARTICLES OF INCORPORATION
OF
BREEDEN LAWN MAINTENANCE, INC.

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ARTICLE I - NAME:

The name of this corporation is BREEDEN LAWN MAINTENANCE, INC., hereinafter referred to as the "CORPORATION".

ARTICLE II - DURATION:

The CORPORATION shall exist perpetually, commencing upon the filing of the ARTICLES OF INCORPORATION with the Department of State.

ARTICLE III - PURPOSE:

The CORPORATION is organized for the purpose of engaging in the lawn maintenance business and for the purpose of transacting any and all other lawful business not inconsistent with the Laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The CORPORATION is authorized to issue 1000 shares of One Dollar(\$1.00) par value common stock.

ARTICLE V - PREMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her 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 office and mailing address of the CORPORATION is 40 Beal Pkwy SW, Ft Walton Beach, FL 32548. The Registered Agent of the Corporation is Tommie L. Breeden and the office address of the registered agent is 40 Beal Pkwy, SW, Ft Walton Beach, FL 32548.

ARTICLE VII - BOARD OF DIRECTORS:

The CORPORATION shall have two directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The names and home addresses of the initial directors of the CORPORATION are:

TOMMIE L BREEDEN, 123 HOLMES BLVD NW, FT WALTON BEACH, FL 32548

RONALD A HOCK, 19 MIMOSA ST, FT WALTON BEACH, FL 32548

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is: TOMMIE L. BREEDEN, 123 Holmes Blvd,
NW, Ft Walton Beach, FL 32548.

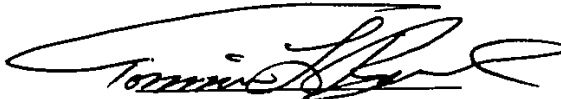
ARTICLE IX - BY-LAWS:

The power to adopt, alter, amend or repeal the BY-LAWS shall be vested in the Board of Directors and the
shareholders.

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this Charter that the directors may sell the capital stock of the CORPORATION in
accordance with the conditions of Sections 1243-1244, inclusive, of the Internal Revenue Code of 1954 as
amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this ___
day of May, 1997.



TOMMIE L. BREEDEN

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, the undersigned authority, personally appeared TOMMIE L BREEDEN, known to me to be
the person described in the foregoing Articles of Incorporation who produced a driver's license as
identification and acknowledged to and before me that he executed such instrument for the purposes
expressed therein.

Witness my hand and official seal, this 23th day of May, 1997.

Ft. Dist# B635-812-63-246-0

NOTARY PUBLIC

Ann M Peel

ANN M. PEEL
Notary Public - State of Florida
My Commission Expires Jan 14, 2000
Commission # CC820624

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: BREEDEN LAWN MAINTENANCE, INC.

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

TOMMIE L BREEDEN

(NAME)

40 BEAL PKWY SW.

(P O BOX NOT ACCEPTABLE)

FT WALTON BEACH, FL 32548

(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


TOMMIE L BREEDEN

DATE

5-23-97

Notary
Ann M Peel

