

P97000057941

GREEN CHARM LAWN CARE, INC.
Post Office Box 4075
Ormond Beach, FL 32175-7045
(904) 673-9636

FLORIDA DEPARTMENT OF STATE
ATTN: NEW FILING DEPT
DIVISION OF CORPORATIONS
409 E. GAINES ST.
TALLAHASSEE, FL 32399

000002213760--8
-05/16/97--01176--010
****122.50 ****122.50

RE: GREEN CHARM LAWN CARE, INC.
A NEW "S" CORPORATION

ENCLOSED PLEASE FIND COPIES OF THE ARTICLES OF INCORPORATION
FOR THE PROPOSED NEW "S" CORPORATION REFERENCED ABOVE. ALSO
ENCLOSED IS THE LETTER REGARDING THE REGISTERED AGENT, AND A
CHECK MADE PAYABLE TO THE FLORIDA DEPT OF STATE/ DIV OF CORPS, IN
THE AMOUNT OF \$122.50

I HAVE ALREADY CHECKED THE AVAILABILITY OF THIS NAME AND WAS
GIVEN CLEARANCE TO USE IT.

PLEASE CONTACT ME IF ANYTHING FURTHER IS REQUIRED. I AM
AVAILABLE DURING BUSINESS HOURS AT (904) 677-4440.

A PRE-PAID RETURN EXPRESS ENVELOPE IS ENCLOSED FOR YOUR
CONVENIENCE

THANK YOU FOR YOUR TIME IN THIS MATTER.

SINCERELY YOURS,
GREEN CHARM LAWN CARE, INC.

Mary K. Sicilian
MARY K. SICILIAN
REGISTERED AGENT

FILED
97 JUL -2 AM 11:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

nc 1/2/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1997

MARY S. SICILIAN
POST OFFICE BOX 4075
ORMOND BEACH, FL 32175-7045

SUBJECT: GREEN CHARM LAWN CARE, INC.
Ref. Number: W97000014090

We have received your document for GREEN CHARM LAWN CARE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 297A00032251



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1997

MARY S. SICILIAN
POST OFFICE BOX 4075
ORMOND BEACH, FL 32175-7045

SUBJECT: GREEN CHARM LAWN CARE, INC.
Ref. Number: W97000014090

We have received your document for GREEN CHARM LAWN CARE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 297A00032251

**ARTICLES OF INCORPORATION
OF
GREEN CHARM LAWN CARE, INC.**

FILED

97 JUL -2 AM 11: 00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST. The name of the Corporation is

GREEN CHARM LAWN CARE, INC.

SECOND. Its principle office in the state of Florida is 1112 Avenue H, Ormond Beach, Volusia County, Florida 32174. The Corporation's registered address shall be at 796 Riverside Dr. Ormond Beach, Florida 32176. The registered agent is Mary K. Sicilian.

THIRD. The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are: to engage in any lawful activity and to manufacture, purchase, or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares, and merchandise, personal property of every class and description, and to provide personal and commercial services of every class and description.

To act as a landscaping contractor by providing professional landscape design and implementation, to maintain all types of exterior and interior landscaping for any and all residential, commercial, and/or industrial sites. To execute full service of all maintenance and general clean-up details for any and all residential, commercial, and/or industrial sites.

To hold, purchase and convey real property and personal estate and to mortgage or lease any such personal estate with its franchises and to take the same devise or bequest.

To acquire, and pay for in cash, stock or bonds of this Corporation or otherwise, the goodwill, rights, assets and property, and to take, undertake or assume, the whole or any part of the obligation or liabilities of any person, firm, association, or Corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters or patents of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and tradenames, relating to or useful in connection with any business of this Corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any other bonds, securities or evidence of the indebtedness created by any other corporation or corporation of this state or any other state or government, and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at specified time or times, and payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment of property purchased or acquired or for any other lawful objects

To purchase, hold, sell, transfer shares of its own capital stock, and use therefore its capital, capital surplus, surplus, or any other property or funds, provided it shall not use its funds or property for the purchase of its own capital stock when any such use would cause any impairment of its capital, and provide further, that shares of its own capital stock belonging to it shall be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of computing any stockholders' quorum or vote

To conduct business, have one or more offices, and hold, purchase, mortgage, and convey real property in this state, and in any of the several states, territories, possessions, and dependencies of the United States of America, the District of Columbia, and any foreign country

To do all and everything necessary and proper for the accomplishment of the objects hereinbefore enumerated or necessary or incidental for the protection or benefit of the Corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects hereinbefore set forth

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause in the Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

FOURTH. The amount of the total authorized capital stock of the Corporation is One Thousand Dollars (\$1,000) consisting of One Thousand (1,000) shares of stock at the par value of One Dollar (\$1.00) each.

The designations, preferences, and relative participating option or other special rights, or qualifications, limitations or restrictions thereof are as follows:

No stockholder of this Corporation shall by reason of his holding shares of any class have any preemptive or preferential right to purchase or subscribe to any shares or any class of this Corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any

such shares, or notes, debentures, bonds, or other securities would adversely affect the dividend or voting rights of any such shareholder, other than such rights, if any, as the Board of Directors from time to time may grant, and at such price as the Board of Directors in its discretion may fix, and the Board of Directors may issue shares of any class of this Corporation, or any notes, debentures, bonds, or other securities convertible into or carrying option or warrants to purchase shares of any class, without offering any such shares to any class, either whole or in part, to the existing stockholder of any class

FIFTH The governing board of this Corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-laws of this Corporation, provided that the number of directors shall not be reduced to less than one (1). The name and post office address of the first Board of Directors, which shall be one (1) in number, is as follows

Mary K. Sicilian
Post Office Box 4075
Ormond Beach, FL 32175

SIXTH The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the Corporation

SEVENTH The name and post office address of the incorporator signing the Articles of Incorporation is as follows:

Mary K. Sicilian
Post Office Box 4075
Ormond Beach, FL 32175

EIGHTH The Corporation is to have perpetual existence.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-laws if any, adopted by the stockholders, to make, alter, or amend the By-laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in and to authorize and cause to be executed mortgages and liens upon real and personal property of this Corporation.

By resolution passed by the majority of the whole Board, to designate one (1) or more committees, each committee to consist of one (1) or more Directors of the Corporation, which, to the extent providing the resolution or in the By-laws of the Corporation, shall have and may exercise the powers of the Board of Directors and the

management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-laws of the Corporation or may be determined from time to time by the Board of Directors.

When authorized by the affirmative vote of the stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of the Corporation including its goodwill and its corporate franchises upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation

TENTH. Meetings of the stockholders may be held outside the State of Florida, if the By-laws so provide. The books of the Corporation may be kept (subject to any provisions contained in the Statutes) outside the State of Florida when such place or places may be designated from time to time by the Board of Directors or in the By-laws of the Corporation

ELEVENTH. This Corporation reserves the right to alter, change, or repeal any provision contained in the Articles of Incorporation, in any manner now or hereafter prescribed by Statute, or by the Articles of Incorporation and all rights conferred upon stockholders herein are granted subject to this reservation.

I the undersigned, being the incorporator hereinbefore named for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 2nd day of June, 1997.


Mary K. Stellan

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with the Florida Statutes, the following is submitted.

Green Charm Lawn Care, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Ormond Beach, State of Florida, has named Mary K. Sicilian, located at 796 Riverside Dr. City of Ormond Beach, State of Florida, as its agent to accept service or process within the State of Florida

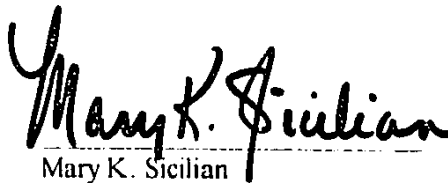


Mary K. Sicilian

President

June 2, 1997

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Mary K. Sicilian

Registered Agent

June 2, 1997

FILED
97 JUL -2 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA