LAW OFFICES OF

JOSEPH G. BYWATER

P. O. DRAWER 2807 LAKELAND, FLORIDA 33806-2807

PHONE: 941/686-5109

200002231952---07/07/97--01161--009

*****70.00 *****70.00

July 1, 1997

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: Charles G. Gibbs, Jr., Inc.

Dear Sir:

Enclosed are the Articles of Incorporation regarding the above to be filed and one copy to be returned to me.

Further enclosed is my check in the sum of \$70.00, representing the following:

Filling Fee \$ 35.00 Filing of Registered Agent 35.00

Sincerely,

Soseph G. Bywater

JGB/mc

Enclosures :

c: Charles G. Gibbs, Jr., Inc.

QN 1-8-97

OF

CHARLES G. GIBBS, JR., INC.

97 JUL -7 AM II: 53
SECRETAST OF STATE
TALLAMASTER FLORIDA

ARTICLE I - NAME

The name of this corporation is Charles G. Gibbs, Jr., Inc., and the business address of this corporation is 7322 Floral Circle, West, Lakeland, Florida, 33810.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: provide a lawn maintenance service and any other lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 7322 Floral Circle West, Lakeland, Florida, 33810, and the name of the initial registered agent of this corporation at that address is: Susan R. Gibbs.

Article VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name(s) and address(es) of the initial director(s) of this corporation are:

Charles G. Gibbs, Jr. 7322 Floral Circle, West Lakeland, Florida 33810 Susan R. Gibbs 7223 Floral Circle Lakeland, FLorida 33810

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Joseph G. Bywater, 2000 E. Edgewood Drive, Suite 108 B, Lakeland, Florida, 33803.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this the _____ day of July, 1997.

JOSEPH OF BYWATER

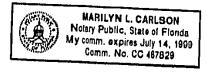
STATE OF FLORIDA COUNTY OF POLK

I hereby certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Joseph G. Bywater, whose signature is being notarized, who is personally known to me, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal at Lakeland, Polk County, Florida, this the _/S/ day of July, 1997.

NOTARY PUBLIC

Commission Expires Commission Number Notary Seal



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

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT CHARLES G. GIBBS, JR., INC.

WITH ITS PLACE OF BUSINESS AT LAKELAND, FLORIDA

HAS NAMED SUSAN R. GIBBS

LOCATED AT 7322 FLORAL CIRCLE, WEST

LAKELANU

CITY OF

STATE OF FLORIDA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Date: 6-27-97

Registered Agent

97 JUL -7 AV 11: 53