

Richard V. Lee

ATTORNEY AT LAW

99000076120

Reply to: 240 N. Washington Ave., Suite 200
Sarasota, FL 34236
(941) 955-3313
 305 Chauncey Ave. E.
Bradenton, Florida 34208
(941) 750-8383
(941) 741-9997 Fax

August 27, 1997

Secretary of State
Division of Corporations
409 East Gaine Street
Tallahassee, FL 32301

RE: Steve's Lawn Service, Incorporated

400002282974--7
-09/02/97--01156--006
****122.50 ****122.50

Dear Sir/Madam,

Enclosed please find the original and one copy of the Articles of Incorporation for Steve's Lawn Service, Incorporated and a check in the amount of \$122.50 for filing of same.

Also enclosed please find an affidavit from Steven L. Gunter stating that he will not use the name Steve's Lawn Service, Incorporated again and that his parents Lonnie C. Gunter and Evelyn M. Gunter have his permission to incorporate under that name.

Please return the filed copy to my Bradenton office at the above address. Thank you for your time and consideration in this matter.

Sincerely,

R. V. Lee

Richard V. Lee

RVL:tml
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 PM 12: 36

AFFIDAVIT OF STEVEN L. GUNTER

STATE OF FLORIDA

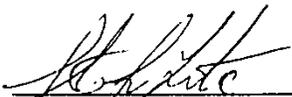
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared the affiant, Steven L. Gunter, and upon being duly sworn, deposes and says:

1. The Affiant is the Incorporator of Steve's Lawn Service, Incorporated.
2. The Affiant is the President of Steve's Lawn Service, Incorporated.
3. Steve's Lawn Service, Incorporated was administratively dissolved in August of 1996.
4. The Affiant will not use the name Steve's Lawn Service, Incorporated again.
5. Lonnie C. Gunter and Evelyn M. Gunter have the express permission of the Affiant to use

the name Steve's Lawn Service incorporated.

FURTHER AFFIANT SAYETH NOT.



STEVEN L. GUNTER, Affiant

Sworn to and subscribed before me this 30 day of July, 1997.



Notary Public

My Commission Expires:

- Personally known
 Produced Identification

Type of identification produced Florida Domestic Lic



CANDACE L. GEALY
My Commission CC833034
Expires Feb. 15, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 PM 12:36

**ARTICLES OF INCORPORATION
OF
STEVE'S LAWN SERVICE, INCORPORATED**

BY THIS INSTRUMENT, We, Lonnie C. Gunter and Evelyn M. Gunter, do hereby establish for the purpose of becoming a corporation, operating for profit by and under the provisions of the statutes of Florida appertaining and providing for the formation, liabilities, rights, privileges as corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this corporation shall be:

Steve's Lawn Service, Incorporated

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock having a nominal par value of One Dollar (\$1.00) per share. The consideration to be paid for each such share shall be money, property or services of value at least equivalent to the stock issued as fixed and determined, from time to time, by the Board of Directors.

Each shareholder of any case of stock of this corporation shall be entitled to full preemption rights to purchase any unissued, newly issue, or treasury shares of the corporation and any securities of the corporation convertible into, or carrying a right to subscribe to or acquire share of any such unissued, newly issued, or treasury shares.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than One Thousand (\$1000.00) Dollars.

ARTICLE VI

The street address of the initial registered office of this corporation is 240 N. Washington Blvd., Suite 200, Sarasota, Florida 34236, and the name of the initial registered agent of this corporation at that address is Richard V. Lee. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The street address of the corporation's principal office is 4216 Charing Cross Road, Sarasota, Florida 34241.

ARTICLE VII

This corporation shall have 1 director initially. The number of directors of this corporation may be increased or decreased from time to time by the By-Laws of this corporation, but which number of directors shall never be less than one.

ARTICLE VIII

The name and post office address of the member of the Board of Directors of this corporation, of whom shall hold office until the organizational meeting or until their successor is duly elected and qualified is:

Lonnie C. Gunter
4216 Charing Cross Road
Sarasota, Florida 34241

ARTICLE IX

The incorporators of the Articles of Incorporation, together with their address are:

Lonnie C. and Evelyn M. Gunter
4216 Charing Cross Road
Sarasota, Florida 34241

ARTICLE X

The shareholders shall have preemptive rights such that after the sale in connection with the organizational meeting, the corporation shall sell no voting stock without first having offered to sell to all existing shareholders such additional voting stock as shall be necessary for that shareholder to purchase to maintain the same relative percentage ownership of voting stock of that shareholder to all issued and outstanding voting stock before the sale as after the sale.

ARTICLE XI

These Articles of Incorporation may be amended in a manner provided therefore by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the stockholders of this corporation. Any questions or motion, or action of the stockholder of this corporation shall be decided by a majority vote of the stockholders entitled to vote thereon. The By-Laws of this corporation shall be promulgated, adopted, amended, changed or deleted by the stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors, and the directors thereof shall be elected at the annual meeting of the stockholders of this corporation as a condition precedent of holding an office or being a director or agent in this corporation. Vacancies in the officers and the directors of this corporation shall be filled as prescribed in the By-Laws of this corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating under the laws of the State of Florida, appertaining thereto at the time of the incorporation hereof and any amendments thereto, The number and nature of the office may be increased, deleted or changed by the By-Laws of this corporation in keeping with the laws of the State of Florida appertaining thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on the 29th day of July, 1997.

Signed, sealed and delivered
in the presence of:

Jacqueline Bodenhorn
Witness

[Signature]
Witness

Lonnie C. Gunter
Lonnie C. Gunter, Incorporator

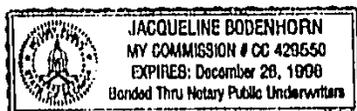
STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared **Lonnie C. Gunter**, who is personally known to me, or has produced DRIVER'S LICENSE and identification and who upon first being duly sworn, deposed and said that he has read the foregoing Articles of Incorporation and that he has executed the same freely and voluntarily.

WITNESS my hand and official seal on the 29th day of July, 1997

Jacqueline Bodenhorn
Notary Public

My Commission Expires:



Jacqueline Bodenhorn

Witness

[Signature]

Witness

Evelyn M. Gunter

Evelyn M. Gunter, Incorporator

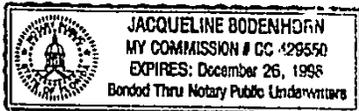
STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Evelyn M. Guntner, who is personally known to me, or has produced DRIVER'S LICENSE as identification and who upon first being duly sworn, deposed and said that she has read the foregoing Articles of Incorporation and that she has executed the same freely and voluntarily.

WITNESS my hand and official seal on the 29th day of July, 1997

Jacqueline Bodenhorn
Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED
AND THE PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN**

THE STATE OF FLORIDA

Pursuant to Section 48.091 and Section 607.325, Florida Statutes, the following is submitted in compliance with said sections.

Steve's Lawn Service, Incorporated desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Bradenton, County of Manatee, State of Florida, has named Richard V. Lee as its registered agent to accept service of process within this state, who is located at the following registered office: 240 N. Washington, Blvd., Suite 200, Sarasota, Florida 34236.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provision of said section relative to keeping open the registered office.

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority did personally appear Richard V. Lee, who is personally known to me, and who upon first being duly sworn, acknowledged before me that he consents to serve as registered agent of Steve's Lawn Service, Incorporated at the following address: 240 N. Washington Blvd., Suite 200, Sarasota, Florida 34236

Jacqueline Bodenhorn
Witness

Richard V. Lee
Richard V. Lee, as Registered Agent

Louise C. Gunter
Witness

WITNESS my hand and official seal on 29th day of July, 1997.

Jacqueline Bodenhorn
Notary Public

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 SEP -2 PM 12:36

My Commission Expires:

