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Law Offices

RICHMAN, DEIFIK, LANIER AND ROSS

A PROFESSIONAL ASSOCIATION

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September 23, 1997

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

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-10/02/97--01007--024
*****78.75 *****78.75

TRANSMITTAL LETTER

RE: TLC LAWN MAINTENANCE, INC.

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



\$78.75

Filing Fee
& Certificate

FROM: Suzanne D. Lanier

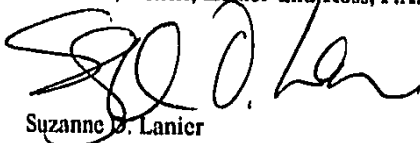
Richman, Deifik, Lanier and Ross, P.A.
2640 Golden Gate Parkway, Suite 206
Naples, FL 34105-3203

EFFECTIVE DATE

09-26-97

Sincerely,

Richman, Deifik, Lanier and Ross, P.A.


Suzanne D. Lanier

Enclosures: two

FILED
97 OCT -2 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Noebean OCT - 3 1997

ARTICLES OF INCORPORATION
OF

TLC LAWN MAINTENANCE, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

FILED
97 OCT -2 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME

The name of this corporation is TLC Lawn Maintenance, Inc..

EFFECTIVE DATE

09-26-97

ARTICLE II.

ADDRESS OF CORPORATION

The address of the principal office of the Corporation, or the mailing address of the Corporation, if the principal office is not yet known, is 1070 Great Lakes Drive, Naples, Florida 34110.

ARTICLE III.

DURATION

The corporation shall have perpetual existence, commencing on the date of the execution and acknowledgment of these Articles or upon filing.

ARTICLE IV.

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V.

NUMBER AND CLASS OF STOCK

The corporation is authorized to issue one class of stock which shall consist of 100 shares of \$1.00 par value common stock, and which shall be designated "common shares".

ARTICLE VI.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his 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 VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1070 Great lakes Drive, Naples, Florida, 34110, and the name of the initial registered agent of the corporation at that address is William Robison. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of the corporation is:

Name	Address
William Robison	1070 Great Lakes Drive, Naples, Florida, 34110

ARTICLE IX.

INCORPORATOR

The name and address of the person signing these Articles is:

Name	Address
William Robison	1070 Great Lakes Drive, Naples, Florida, 34110

ARTICLE X.

BYLAWS

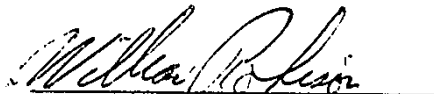
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article VI, is subject to this reservation.

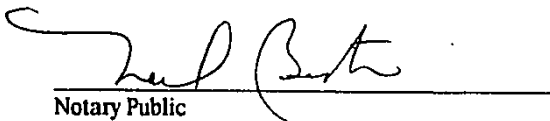
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of September, 1997.


William Robison

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 26 day of Sept., 1997, by William Robison, who is personally known to me or who has produced _____ as identification.





Notary Public

Typed Name:

My Commission Number is:

My Commission Expires:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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 corporations is: TLC LAWN MAINTENANCE, INC.

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

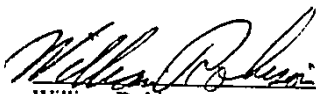
William Robison

1070 Great lakes Drive

Naples, Florida, 34110

ACCEPTANCE

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.



William Robison.

SEPT 26, 1997
(Date)

FILED
97 OCT -2 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

09-26-97