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MEMO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -1 AM 11:03

TO: SECRETARY OF STATE
FROM: MILTON'S LAWN CARE, INC.
SUBJECT: INCORPORATION
DATE: 11/30/97

EFFECTIVE DATE

1-1-98

Please mail my incorporation confirmation to my mailing address: P.O. Box 16952,
Jacksonville, FL 32245-6952.

Thank you.

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-12/01/97--01074--017
****122.50 ****122.50

EFFECTIVE DATE
1-1-98

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
MILTON'S LAWN CARE, INC.**

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The Undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: Milton's Lawn Care, Inc., and the principal physical address of this corporation is 2926 Leon Rd., Jacksonville, FL 32246. The mailing address of this corporation is: P.O. Box 16952 Jacksonville, FL 32245-6952. The phone number of this corporation is 904-645-6184.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business.

ARTICLE IV - CAPITAL SHARES

The aggregate number of shares which the corporation shall have authority to issue shall be one hundred (100) Shares of Common Stock, having a nominal par value of \$1.00 per share.

ARTICLE V - REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 2926 Leon Rd., Jacksonville, FL 32246, and the name of the initial registered agent of this corporation at that address is Stephen M. Milton (591-12-3964).

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ~~one~~^{ONE} director~~s~~, initially. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided in the By-Laws. The name and address of the initial director~~s~~ of this corporation ~~are~~^{is}:

NAME/SS#/TITLE

ADDRESS

Stephen M. Milton (591-12-3964)
President/Secretary/Treasurer

2926 Leon Rd., Jacksonville, FL 32246
(100% ownership)

ARTICLE VII - INCORPORATOR

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

Stephen M. Milton (591-12-3964)

2926 Leon Rd., Jacksonville, FL 32246

ARTICLE VIII - INDEMNIFICATION

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - CORPORATE EXISTENCE

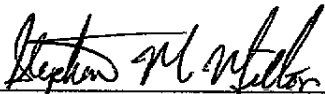
The date of commencement of corporate existence shall be January 1, 1998.

Page 3 of 3

State of Florida

Articles of Incorporation
of Milton's Lawn Care, Inc.

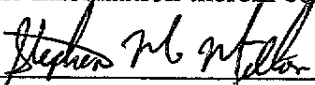
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this
25th day of November, 1997:



Stephen M. Milton, President/Secretary/Treasurer

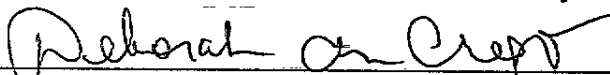
STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared, and produced current Florida Drivers license as
identification, as well as personally known to me, Stephen M. Milton, who, and after being duly sworn,
deposes and says that he is the person described as incorporator of these Articles of Incorporation, and that
the information therein contained is true and correct.

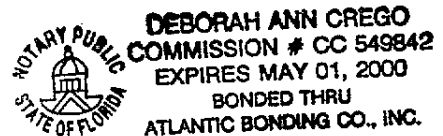


Stephen M. Milton, President/Secretary/Treasurer

Sworn to and subscribed before me this 25th day of November, 1997

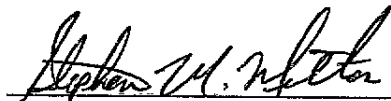


FLORIDA NOTARY PUBLIC, STATE OF FLORIDA



ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designed in
this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida
statutes relative to keeping open said office.



Stephen M. Milton, President/Secretary/Treasurer

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