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February 9, 1998

Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

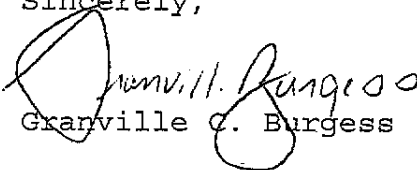
RE: Articles of Incorporation
CB Murphy Lawn Service, Inc.

Dear Sirs:

Enclosed herewith is my check in the amount of \$122.50 to file the enclosed Articles of Incorporation for CB Murphy Lawn Service, Inc.

Thank you for your assistance in this matter.

Sincerely,


Granville C. Burgess

GCB/jm
enclosures (2)

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***122.50 ***122.50

FILED
98 FEB 11 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
2-12-98

ARTICLES OF INCORPORATION
OF
CB MURPHY LAWN SERVICE, INC.

FILED
98 FEB 11 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be **CB Murphy Lawn Service, Inc.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of lawn service engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 500 Shares of \$1.00 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Tex Davis
1417 Sadler Road
MSC #341
Fernandina Beach, FL 32034

Connie Murphy
1417 Sadler Road
MSC #341
Fernandina Beach, FL 32034

Linsey Brigman
1417 Sadler Road
MSC #341
Fernandina Beach, FL 32034

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 257 Macaw Street, Yulee, Florida 32097.


The name of the individual who shall serve as this corporation's initial registered agent at that address is: Tex Davis.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Tex Davis, 1417 Sadler Road, MSC #341, Fernandina Beach, Florida 32034.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Tex Davis - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of **CB Murphy Lawn Service, Inc.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **CB Murphy Lawn Service, Inc.**


Tex Davis - Registered Agent

FILED
98 FEB 11 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State Of FLORIDA
County Of NASSAU

On 2/6/98, Tex Davis, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced personally known as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of **CB Murphy Lawn Service, Inc.**

Faye Robinson
Notary Public

Commission Expiration Date & Commission Number:

(SEAL)



Faye Robinson
MY COMMISSION # CC515514 EXPIRES
January 4, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

corporations a:\cbmurphy.art

Articles Of Incorporation Of **CB Murphy Lawn Service, Inc.**