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Richard M. Beaver  
319 12<sup>th</sup> Street  
Atlantic Beach, Florida 32233  
Phone: 904/249-3614

April 7, 1998

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Attn: New Filing

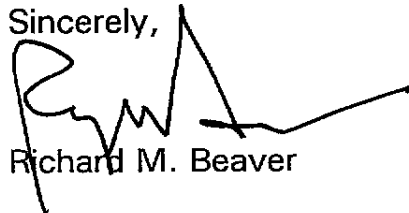
RE: AgriCare, Inc.  
Incorporation Filing

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 14 PM 1:12

Enclosed are one original and one copy of the Articles of Incorporation for a new corporation titled "AgriCare Inc.". You will also find enclosed a check for \$ 78.75 to cover the filing fee and certificate costs for the initial filing of the corporation.

If there are any questions regarding the filing of these Articles of Incorporation or setting up the corporation, I can be reached during the day at 904/249-3614. I thank you for your earliest response.

Sincerely,



Richard M. Beaver

enc. as noted

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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ARTICLES OF INCORPORATION

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

*First*

The name of the corporation will be AgriCare Inc.

*Second*

The period of its duration is in perpetuity.

*Third*

The purpose of the corporation is to conduct business franchising landscape maintenance companies.

*Fourth*

The aggregate number of authorized shares is: 1,000 shares Class "A" common voting stock.

*Fifth*

The corporation will not commence business until at least 100.00 dollars has been received by it as consideration for the issuance of shares.

*Sixth*

Cumulative voting of shares of stock 1,000 authorized.

*Seventh*

Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are none.

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*Eighth*

Provisions for regulating the internal affairs of the corporation are that shareholders will regulate the internal affairs of the corporation.

*Ninth*

The address of the initial registered office of the corporation is 319 12<sup>th</sup> Street, Atlantic Beach, Florida 32233 and the name of its initial registered agent at such address is Richard M. Beaver.

*Tenth*

The address of the principal place of business is 1877 Mealy Street, Atlantic Beach, Florida 32233.

*Eleventh*

The number of directors constituting the initial board of directors of the corporation is two, and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address:
<u>Richard M. Beaver</u>	<u>319 12<sup>th</sup> Street, Atlantic Beach, FL 32233</u>
<u>Frances E. Beaver</u>	<u>319 12<sup>th</sup> Street , Atlantic Beach, FL 32233</u>

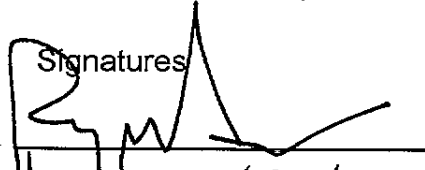
*Twelfth*

The name and address of each incorporator is:

Name	Address:
<u>Richard M. Beaver</u>	<u>319 12<sup>th</sup> Street, Atlantic Beach, FL 32233</u>
<u>Frances E. Beaver</u>	<u>319 12<sup>th</sup> Street , Atlantic Beach, FL 32233</u>

In Witness Whereof, the following incorporators have signed these Articles of Incorporation, have read the forgoing, affirm and believe all statements to be true and subscribe and swear to this before the listed notaries.

Printed Names  
Richard M. Beaver  
Frances E. Beaver

Signatures  
  
Frances E. Beaver  
B160245578640 FL


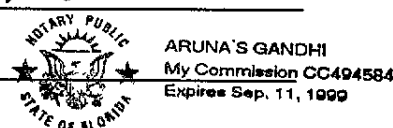
State of Florida  
County of Duval

Date of Acknowledgment: 4-9-98

On this date before me, a Notary Public, personally appeared Richard M. Beaver, known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same.

Signature of Notary Public:

Notary Expiration Date:

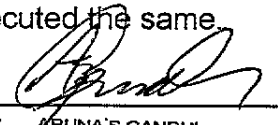
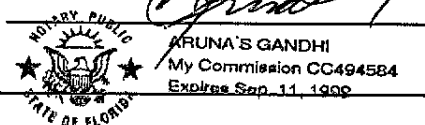
State of Florida  
County of Duval

Date of Acknowledgment: 4-9-98.

On this date before me, a Notary Public, personally appeared Frances E. Beaver, known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that she executed the same.

Signature of Notary Public:

Notary Expiration Date:

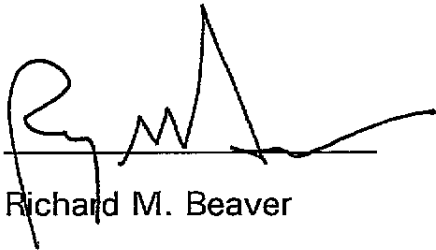
  


**Richard M. Beaver**  
**319 12<sup>th</sup> Street**  
**Atlantic Beach, Florida 32233**  
**Phone: 904/249-3614**

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I hereby am familiar with and accept the duties and responsibilities as registered agent for the said corporation, AgriCare, Inc.



Richard M. Beaver

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