

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -7 PM 1:54

P98000041476

K.L.C. Landscape
management, Inc.

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____ **600002515666-6**
-05/07/98-01088-006
*****280.00 *****70.00
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RECEIVED
98 MAY -7 PM 1:12
DIVISION OF CORPORATIONS

RP
05-07-98

Signature _____

Requested by: _____

Name _____

5/7/98 12:30
Date Time

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION

OF

K.L.C. LANDSCAPE MANAGEMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -7 PM 1:54

ARTICLE I - NAME

The name of this corporation is K.L.C. LANDSCAPE
MANAGEMENT, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock
having a par value of \$1.00. There shall be only one class of stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of
the same kind, class or series as that which he already 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation are as follows:

KENNETH SMITHGALL, III , 1714 GRIFFIN AVENUE, LADY LAKE, FLORIDA 32159. The principal office address for the corporation is the same.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be greater than (9) nine. The names and addresses of the initial directors of this corporation is:

KENNETH SMITHGALL, III	P.O. Box 1567 Lady Lake, FL 32158
KENNETH SMITHGALL, JR.	P.O. Box 1567 Lady Lake, FL 32158

ARTICLE VIII - OFFICERS

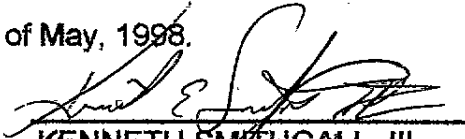
The officers of the corporation shall be a President and a Secretary/Treasurer who shall be elected annually and any other officers provided for in the By-Laws. The Secretary and Treasurer may be two offices. The name of the persons who are to serve as officers of the corporation until the first election are:


OFFICER	NAME AND RESIDENCE
President	Kenneth Smithgall, Jr. P.O. Box 519 Lady Lake, FL 32158
Vice President	Kenneth Smithgall, III 1714 Griffin Avenue Lady Lake, FL 32159
Secretary	Caroline Smithgall P.O. Box 519 Lady Lake, FL 32158
Treasurer	Kenneth Smithgall, III 1714 Griffin Avenue Lady Lake, FL 32159

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles are
 KENNETH SMITHGALL, III P.O. BOX 1567, LADY LAKE, FLORIDA 32158 and
 KENNETH SMITHGALL, JR. P.O. BOX 1567, LADY LAKE, FLORIDA 32158.

IN WITNESS WHEREOF, the undersigned incorporators have executed
 these Articles of Incorporation this 5th day of May, 1998.



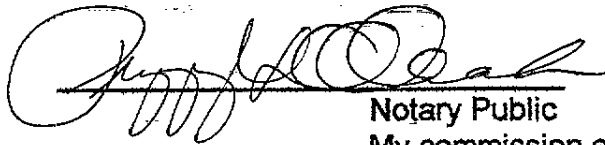
 KENNETH SMITHGALL, III


 KENNETH SMITHGALL, JR.

STATE OF FLORIDA)
 : SS.
COUNTY OF LAKE)

Before me, a Notary Public, duly authorized to take acknowledgments in the state and county set forth above, personally appeared KENNETH SMITHGALL, III and KENNETH SMITHGALL, JR., known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me, that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county named above this 5th day of May, 1998.




Notary Public
My commission expires:



Peggy L. Abraham
MY COMMISSION # CC581585 EXPIRES
September 2, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Secretary of State
State of Florida
Tallahassee, FL 32399

I hereby am familiar with and accept the duties and responsibilities as resident agent for K.L.C. LANDSCAPE MANAGEMENT, INC. effective with the date of this incorporation. I will continue to act and serve in that capacity until such time as I notify you of my resignation from that function.


KENNETH SMITHGALL, III

Attest:


KENNETH SMITHGALL, JR.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 PM 1:54