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May 18, 1998

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VIA FEDEX

Florida Department of State
Division of Corporations
Qualification/Registration Section
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
98 MAY 19 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation of Lawnshapers of Central Florida, Inc.

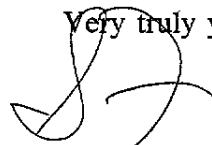
Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of Lawnshapers of Central Florida, Inc. (the "Corporation"), together with a check in the amount of \$122.50 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and a certified copy of the Corporation's Articles of Incorporation.

Please file the enclosed Articles, and return to me a certified copy thereof. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Very truly yours,



Gary A. Forster

GAF/mrw
Enclosures

TS
5/22

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May 21, 1998

Florida Department of State
Division of Corporations
Qualification/Registration Section
409 E. Gaines Street
Tallahassee, Florida 32399
ATTN: Tracy Smith

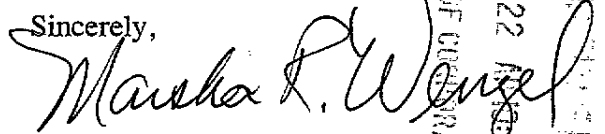
RE: Articles of Incorporation of Lawnshapers of Central Florida, Inc.

Dear Tracy:

Per our telephone conversation today regarding the erroneous first page of the above-referenced document, enclosed is a substitute first page. Since "Purpose" has been deleted, the Articles have been renumbered. Therefore, the numbers of the Articles on the second and third pages, which contain original signatures, are now incorrect. "Initial Board of Directors" should be Article VI (not VII), and "Incorporator" should be Article VII (not VIII). Could I prevail upon you to white-out the extra "I" in the headings of both of those sections so that the document is correct? Please let me know if you cannot. I'm at (407) 647-7645, ext. 224.

Thank you very much for your help.

Sincerely,



Marsha R. Wenzel
Legal Assistant

RECEIVED
50 MAY 22 1998
DIVISION OF CORPORATIONS

/mrw

Enclosure

**ARTICLES OF INCORPORATION
OF
LAWNSHAPERS OF CENTRAL FLORIDA, INC.**

THE UNDERSIGNED, acting as sole incorporator of **LAWNSHAPERS OF CENTRAL FLORIDA, INC.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is **LAWNSHAPERS OF CENTRAL FLORIDA, INC.**

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, one cent (\$.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 421 E. Center Street, Altamonte Springs, Florida 32701. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 421 E. Center Street, Altamonte Springs, Florida 32701.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 421 E. Center Street, Altamonte Springs, Florida 32701, and the initial Registered Agent at such address is Susan Kast.

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TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS


The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as initial Director until the first annual meeting of the shareholders of the corporation or until a successor Director is elected and shall qualify is as follows:

William Lyn Dent	421 E. Center St.
	Altamonte Springs, Florida 32701

ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the corporation is William Lyn Dent, 421 E. Center Street, Altamonte Springs, Florida 32701.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 18th day of May, 1998.

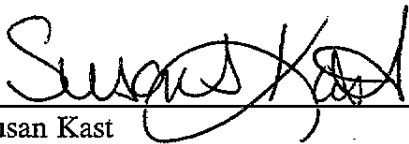


William Lyn Dent

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED this 18th day of May, 1998.



Susan Kast

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