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412 NORTH HALIFAX AVENUE, DAYTONA BEACH, FLORIDA 32118

May 22, 1998

Secretary of State
Divisions of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

FILED
98 MAY 26 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Woody's Lawn & Ornamental Pest Control, Inc.

Dear Sir:

Enclosed please find original and original copy of Articles of Incorporation regarding the above corporation for filing.

Also enclosed please find my check in the amount of \$122.50 representing your filing fee.

If same are in order please return registered articles to me at your earliest possible convenience.

Thank you for your assistance with this matter.

Yours very truly,

Lawrence W. Borns /mm
Lawrence W. Borns

LWB/mm

Enclosures: per above

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

WOODY'S LAWN & ORNAMENTAL PEST CONTROL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WOODY'S LAWN & ORNAMENTAL PEST CONTROL, INC.

The address of the principal office of this corporation shall be 354 Parkway Street, Daytona Beach, Florida 32114, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 412 N. Halifax Avenue, Daytona Beach, Florida 32118, and the name of the initial registered agent of the corporation at that address is Lawrence W. Borns.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officers and director who shall hold office for the first year of the corporation, or until his/her successor is elected or appointed is:

Carlos L. Woody
Director/President

354 Parkway Street
Daytona Beach, FL 32114

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

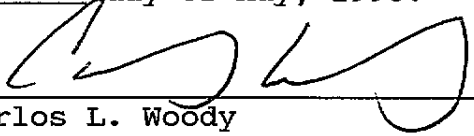
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Carlos L. Woody
354 Parkway Street
Daytona Beach, Florida 32114

IN WITNESS WHEREOF, the undersigned, being the original subscriber of these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, does hereby make and file these Articles of Incorporation hereby

declaring and certifying that the facts herein are true, and
hereunto set my hand and seal this 22nd day of May, 1998.

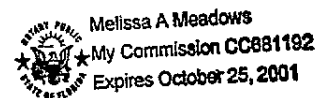


Carlos L. Woody

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation was acknowledged
before me this 22nd day of May, 1998 by Carlos L. Woody, who is
personally known to me and who did take an oath.

Melissa A Meadows
Print Name: Melissa A. Meadows
Notary Public State of Florida
My commission expires:




In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First, WOODY'S LAWN & ORNAMENTAL PEST CONTROL, INC., desiring to organize under the laws of the State of Florida with its principle office as indicated in the Articles of Incorporation in the City of Daytona Beach, County of Volusia, State of Florida has named Lawrence W. Borns, Esquire, located at 412 North Halifax Avenue, Daytona Beach, Florida 32118, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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

BY: 
LAWRENCE W. BORNS
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA