

LAW OFFICE
P. KENT LeBLANC, P.A.
A PROFESSIONAL ASSOCIATION

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July 21, 1998

Business Organization Filing Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

RE: Central Florida Lawn Care, Inc.

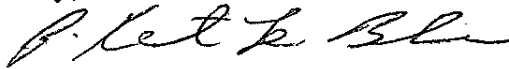
Dear Sir/Madam:

Enclosed please find for filing, the original and one copy of Articles of Incorporation for the above referenced corporation along with our check in the sum of \$122.50.

Please return a certified copy of the above documents to me in the stamped, self-addressed envelope which has been provided.

Should you have any further questions, please do not hesitate to contact me.

Sincerely,



P. KENT LeBLANC

PKL:sp
Enclosure

98 JUL 27 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

JUL 29 1998

ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA LAWN CARE, INC.

FILED
98 JUL 27 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation is CENTRAL FLORIDA LAWN CARE, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act, including but not limited to, the total care and maintenance of lawns and landscaping.

ARTICLE III

The corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and specific powers herein enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock with a nominal or par value of \$1.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation is in the State of Florida, County of Brevard, at 255 Sunrise Avenue, Satellite Beach, Florida 32937.

ARTICLE VII

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by-laws adopted by the stockholders, but shall never be less than one.

The names and addresses of the members of the first Board of Directors who will serve until the first annual meeting of shareholders or until his successor or successors are elected and shall qualify is:

JOHN T. CHARTRAND
255 Sunrise Avenue
Satellite Beach, FL 32937

JOHN FREDERICK CHARTRAND
255 Sunrise Avenue
Satellite Beach, FL 32937

ARTICLE VIII

The name and address of the Incorporator signing these Articles of Incorporation is:

JOHN T. CHARTRAND
255 Sunrise Avenue
Satellite Beach, FL 32937

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT to the provisions of sections 607.0501 or 617.0501, Florida Statutes, and Chapter 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CENTRAL FLORIDA LAWN CARE, INC.

2. The name and address of the registered agent and office is: JOHN T. CHARTRAND, 255 Sunrise Avenue, Satellite Beach, FL 32937.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


JOHN T. CHARTRAND, Registered Agent

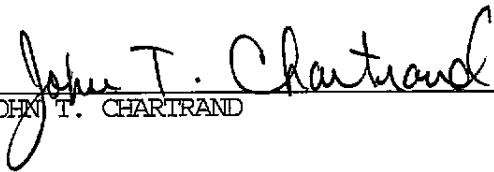
Dated: July 21, 1998

a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The registered office of this corporation shall be 255 Sunrise Avenue, Satellite Beach, Florida 32937, and the registered agent of this corporation shall be JOHN T. CHARTRAND.


IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of July, 1998.


JOHN T. CHARTRAND


STATE OF FLORIDA)
) ss:
COUNTY OF BREVARD)

BEFORE ME, personally appeared JOHN T. CHARTRAND, who being first duly sworn and personally known to me to be the person who is named as the Incorporator of the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid on this 21st day of July, 1998.

FH Driver License C636-478-71-164-0

Notary Public

My commission expires:

 Teresa E Walker
My Commission CC648495
Expires June 9, 2001

FILED
98 JUL 27 PM 12:00
SEAL OF STATE
TALLAHASSEE FLORIDA