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*Supreme Court Certified
Circuit Civil Mediator

P98000106888

December 16, 1998

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-12/22/98--01036--001
****122.50 *****78.75

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation/Mr. Ed's Lawn Care, Inc.

To whom it may concern:

I am enclosing an Articles of Incorporation along with a check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars.

Please return a certified copy of the Articles of Incorporation in the envelope provided after processing.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,

Katie Williamson

for ALBERT B. MOORE, ESQUIRE

ABM:kw

signed to avoid delay

FILED
98 DEC 22 AM 10:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*ajc
12/28*

**ARTICLES OF INCORPORATION
OF
MR. ED'S LAWN CARE, INC.**

ARTICLE I: NAME

The name of the corporation shall be:
Mr. Ed's Lawn Care, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be
1298 Bayshore Blvd.
Port Saint Lucie, Florida 34983

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have
outstanding at any one time is:
100 shares

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
Albert B. Moore, Esq.
2400 SE Midport Road
Suite #120
Port Saint Lucie, Florida 34952

ARTICLE V: INCORPORATORS

The name and street address of the incorporators to these Articles of
Incorporation is:
Albert B. Moore, Esq.
2400 SE Midport Road
Suite #120
Port Saint Lucie, Florida 34952

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ARTICLE VI: PURPOSE

The purpose of the corporation shall be for any lawful purpose.

ARTICLE VII: TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE VIII: BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX: INITIAL DIRECTORS

The names of the initial directors of this corporation and their street addresses are:

LEE E. WHEELER
1298 BAYSHORE BLVD.
PORT ST. LUCIE, FL 34983

DAVID FORBES
1298 BAYSHORE BLVD.
PORT ST LUCIE, FL 34983

ARTICLE X: AMENDMENT

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 stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

The undersigned have executed these articles of incorporation this 15th day of Dec, 1998.

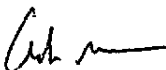
Wh M / Incorp.
Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: MR. ED'S LAWN CARE, INC.
2. The name and address of the registered agent and office is:

Albert B. Moore, Esq.
2400 SE Midport Road
Suite #120
Port Saint Lucie, Florida 34952

Signature: 

Title: Incorp / Reg Agent

Date: 12/15/98

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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.

Signature: 

Date: 12/15/98