

Division of Corporations

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Edward's Lawn Care, Inc.

John F. Freeborn

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
EDWARD'S LAWN CARE, INC.**

The undersigned Incorporator to these Articles of Incorporation, a natural person, competent to contract, does hereby form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME. The name of this Corporation is EDWARD'S LAWN CARE, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS. The principal place of business of this Corporation is 953 Woodgate Drive, Palm Harbor, Florida 34685.

ARTICLE III - DURATION. This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV - BUSINESS. This Corporation is organized for the following businesses and purposes:

To engage in landscape maintenance and to carry on any other lawful business whatsoever which may seem to the Corporation capable of being carried on in connection with any of the above, and in general to carry on any other business and to have all powers conferred by the laws of the State of Florida upon corporations, and to do all other acts to the same extent as natural persons might or could do.

ARTICLE V - CAPITAL STOCK. The maximum number of shares of stock authorized to be issued by this Corporation is two hundred (200) shares of capital stock of no par value, all of which shall have the same rights and privileges.

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ARTICLE VI - PREEMPTIVE RIGHTS. The Shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this Corporation is: 953 Woodgate Drive, Palm Harbor, Florida 34685. and the name of the individual registered agent of this Corporation at that address is: Edward G. Reiss. The Corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town in this state or any other State or Country, as may be approved by its Board of Directors.

ARTICLE VIII - 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 Bylaws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

EDWARD G. REISS
WALTER A. SCHULZ

ARTICLE IX - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

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EDWARD G. REISS
953 Woodgate Drive
Palm Harbor, Florida 34685

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation of EDWARD'S LAWN CARE, INC. this 23rd day of December, 1998.

Edward G. Reiss
EDWARD G. REISS

STATE OF FLORIDA
COUNTY OF PINELLAS

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EDWARD G. REISS, to me personally known and known to me to be the individual described in (or who produced 3/0 as identification), who took an oath and who acknowledged that the instrument was freely and voluntarily executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 23rd day of December, 1998.



John F. Freeborn
NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida Corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned Registered Agent has executed these Articles of Incorporation of EDWARD'S LAWN CARE, INC., this 23rd day of December, 1998.

Edward G. Reiss
Edward G. Reiss
Registered Agent

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REGISTRAR OF STATE
PALM BEACH, FLORIDA

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