

P 99000020905

FEBRUARY 3, 1999

Secretary Of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

FILED
89 FEB 22 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen/Mesdames:

Enclosed, please find:

* Articles Of Incorporation for ALL SEASONS LAWN AND
LANDSCAPE, INC.

* A check in the amount of \$122.50 for the following fees,

FILING FEE	\$ 70.00
CERTIFIED COPY	\$ 52.50
TOTAL	<u>\$ 122.50</u>

Please direct all response mail to the undersigned Registered
Resident Agent at 5840 RED BUG LAKE RD. #5, WINTER SPRINGS,
FLORIDA 32708.

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-02/03/99--01018--007
122.50 **78.75

X Steve M. Benfer
STEVE M. BENFER
Director/Reg. Resident Agent
ALL SEASONS LAWN AND
LANDSCAPE, INC.

RECEIVED MAR 5 1999

W 3558
599 10368



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 11, 1999

STEVE M BENFER
5840 RED BUG LAKE RD #5
WINTER SPRINGS, FL 32708

SUBJECT: ALL SEASONS LAWN AND LANDSCAPE, INC.
Ref. Number: W99000003538

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ALL SEASONS LAWN AND LANDSCAPE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 899A00006223

ORIGINAL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ALL SEASONS LAWN AND LANDSCAPE CONCEPTS, INC.

Article I - Name

The name of the corporation is ALL SEASONS LAWN AND LANDSCAPE, INC.

Article II - Duration

The corporation shall have perpetual existence and this existence shall commence on the date of execution and acknowledgement of these articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of ONE (\$1.00) DOLLAR par value common stock which shall be designated "Common Shares."

Article V - Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 5840 RED BUG LAKE RD. #5, WINTER SPRINGS, FL 32708, and the name of the initial registered agent of this corporation is STEVE M. BENFER, whose address is 5840 RED BUG LAKE RD. #5, WINTER SPRINGS, FL 32708.

Article VI - Initial Board of Directors

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from the time by the Bylaws. The names and addresses of the initial Directors of this Corporation is:

STEVE M. BENFER

5840 RED BUG LAKE RD. #5
WINTER SPRINGS, FL
32708

CARMEN L. BENFER

5840 RED BUG LAKE RD. #5
WINTER SPRINGS, FL
32708

Article VII - Incorporators

The names and addresses of the persons signing these Articles is:

STEVE M. BENFER

5840 RED BUG LAKE RD. #5
WINTER SPRINGS, FL
32708

CARMEN L. BENFER

5840 RED BUG LAKE RD. #5
WINTER SPRINGS, FL
32708

Article VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the Shareholders is subject to this reservation.

Article IX - Preemptive Rights

Every Shareholder, upon the Sale for cash of any new stock

of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as can be done without issuance of fractional shares) at the price which it is offered to others.

Article X - Indemnification

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

Article XI - Voting

At each election every Shareholder will be entitled to one vote for each share of stock that he/she owns. Election outcomes will be determined by a majority of the votes cast.

Article XII - By-Law

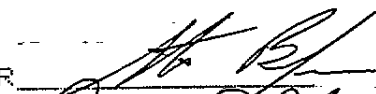
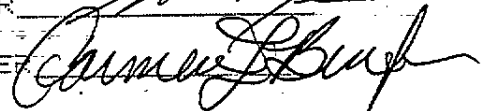
The By-Laws of this Corporation may be adopted, altered, amended or replaced by the Shareholders.

IN WITNESS WHEREOF, The undersigned has executed these Articles of Incorporation this THIRD day of FEBRUARY, 1999.

Signatures of Incorporators:

STEVE M. BENFER

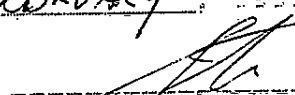
CARMEN L. BENFER

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, hereby accepts designation as Resident Agent of ALL SEASONS LAWN AND LANDSCAPE CONCEPTS, INC. As contained in the foregoing Articles of Incorporation and agrees to provide the services as required under the provisions, laws and statutes of the State of Florida.

Dated: This THIRD of FEBRUARY, 1999


STEVE M. BENFER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SEMINOLE

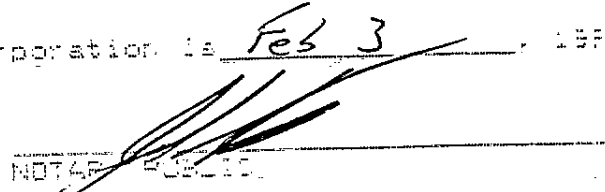
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared STEVE M. BENFER, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 3 day of FEBRUARY, 1999.

The effective date of this corporation is Feb 3, 1999.



JOHN TRAD
My Comm Exp. 12/17/99
Bonded By Service Ins
No. CC512127
 Personally Known Other I.D.


NOTARY PUBLIC
My Comm Expires _____