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May 18, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

600002882696--8
-05/21/99-01087-005
*****78.75 *****78.75

RE: Green Image Lawn Care, Inc.

Dear Sir/Madame:

Enclosed, please find the original Articles of Incorporation of Green Image Lawn Care, Inc., and the Designation of Registered Agent. I have enclosed a check in the amount of \$78.75 made payable to the Florida Department of State for registration of the corporation and a recorded copy of the articles, designation and acknowledgment that the corporation has been filed, along with a copy of a certificate of good standing.

If you have any questions regarding the above, please do not hesitate to contact my office. Thank you in advance for your time in processing the registration of this corporation.

Sincerely,

James A. Boyko, Esquire

JAB:cw

cc: Client

Encl.

FILED
1999 MAY 20 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. Purintur MAY 25 1999

FILED

1999 MAY 20 AM 10: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GREEN IMAGE LAWN CARE, INC.

ARTICLE I

The name of this corporation is GREEN IMAGE LAWN CARE, INC.

ARTICLE II -- NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III -- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000.00 having a par value of \$.01 per share, with 100 shares being issued.

ARTICLE IV -- TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V -- REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Newell Roger Slawson a/k/a Roger Slawson
7111 Commons Boulevard
Port Richey, Florida 34668

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI -- BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII -- INITIAL DIRECTORS

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

Newell Roger Slawson
a/k/a Roger Slawson
7111 Commons Boulevard
Port Richey, Florida 34668

Shane R. Whitfield, Sr.
7111 Commons Boulevard
Port Richey, Florida 34668

ARTICLE VIII – INCORPORATORS

The name and street address of the person signing these Articles of Incorporation as the Incorporators are:

Newell Roger Slawson
a/k/a Roger Slawson
7111 Commons Boulevard
Port Richey, Florida 34668

Shane R. Whitfield, Sr.
7111 Commons Boulevard
Port Richey, Florida 34668

ARTICLE IX – 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 stockholders' 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.

IN WITNESS WHEREOF, the undersigned, as incorporators, have executed the foregoing Articles of Incorporation on this 18th day of May, 1999.

Newell Roger Slawson

NEWELL ROGER SLAWSON
a/k/a ROGER SLAWSON
Incorporator

Shane R. Whitfield, Sr.

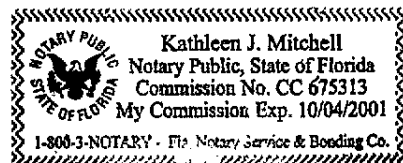
SHANE R. WHITFIELD, SR.
Incorporator

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me on this 18 day of May, 1999, by NEWELL ROGER SLAWSON, a/k/a ROGER SLAWSON, and SHANE R. WHITFIELD, SR., who are personally known to me or who produced FL. DRIVERS LICENSE as identification, and who did (did not) take an oath.

Kathleen J. Mitchell

Notary Public, State of Florida
My commissions expires:



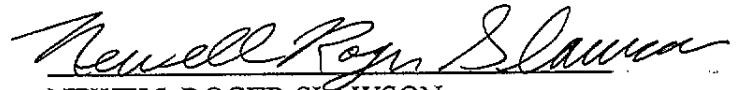
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That GREEN IMAGE LAWN CARE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 7111 Commons Boulevard, Port Richey, County of Pasco, State of Florida 34668, has named NEWELL ROGER SLAWSON, a/k/a ROGER SLAWSON, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provision of Florida law relative to keeping the designated office open.



NEWELL ROGER SLAWSON

a/k/a ROGER SLAWSON

Registered Agent

FILED
1999 MAY 20 AM 10:04
CLERK OF COURT
TALLAHASSEE, FLORIDA