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PP990000072867

August 6, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-08/11/99--01064--001
122.50 **78.75

In re: INCORPORATION OF GROUNDS MASTER PROFESSIONAL LAWN
AND LANDSCAPE MAINTENANCE, INC.

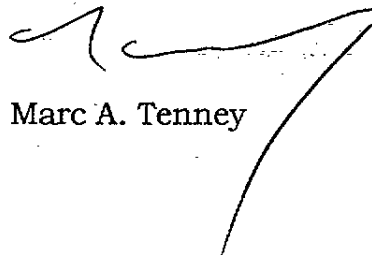
Dear Sir:

Enclosed please find original and one copy of ARTICLES OF
INCORPORATION and CERTIFICATE OF ACCEPTANCE OF RESIDENT AGENT,
along with a check in the amount of \$122.50 for the appropriate filing fee
regarding the above styled corporation.

After examination, if the same meets with your approval, please file and
return a certified copy of the ARTICLES OF INCORPORATION to the
undersigned attorney.

Thank you for your cooperation and assistance in this matter.

Very truly yours,



Marc A. Tenney

MAT/pmf

FILED
99 AUG 11 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 AUG 11 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GROUND MASTER PROFESSIONAL
LAWN AND LANDSCAPE MAINTENANCE, INC.

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the Corporation is: **GROUND MASTER**
PROFESSIONAL LAWN AND LANDSCAPE MAINTENANCE, INC.

ARTICLE TWO: DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE: PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR: CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE FIVE: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 4544 - 24th Avenue North, St. Petersburg FL 33713 and the name of the initial registered agent at such address is THOMAS MESSINA.

**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate Designating Place of Business of Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Florida Statutes regarding incorporation:

GROUNDS MASTER PROFESSIONAL LAWN AND LANDSCAPE

MAINTENANCE, INC., a Corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 4544 - 24th Avenue North, St. Petersburg, FL 33713 has named THOMAS MESSINA as its agent to accept service of process within this State.

OFFICERS:


THOMAS MESSINA

President/Secretary/Treasurer
4544 - 24th Avenue North
St. Petersburg, FL 33713

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIRECTORS:

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.



THOMAS MESSINA, Incorporator

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process, to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.



THOMAS MESSINA, Res. Agent

ARTICLE SIX: DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than a Board of Directors.

ARTICLE SEVEN: INCORPORATOR

The name and address of the incorporator(s) are:

NAME

ADDRESS

THOMAS MESSINA

4544 - 24th Avenue North

St. Petersburg, FL 33713

IN WITNESS WHEREOF, I have hereunto subscribed my name this
30 day of July, 1999.


THOMAS MESSINA, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

On this 30 day of July, 1999, before me, personally appeared THOMAS MESSINA, who has provided _____ for identification OR is personally known to me, and has acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal on the date mentioned above.


NOTARY PUBLIC



Priscilla M. Foley
MY COMMISSION # CC786128 EXPIRES
December 2, 2002
BONDED THRU TROY FAIN INSURANCE, INC.