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Secretary of State  
Department of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

400002984084--6  
-09/10/99--01068--004  
\*\*\*\*122.50 \*\*\*\*\*78.75

EFFECTIVE DATE  
9-3-99

Dear Sir:

Enclosed please find the following documents:

1.) An original and one copy of the Articles of Incorporation for the proposed corporation of DEAN PHILLIPS LAWN CARE, INC.

2.) An original and one copy of the Certificate designating Registered Agent and Office for service of process within the State of Florida.

3.) Check #9066 in the amount of one hundred twenty-two dollars and fifty cents (\$122.50) to cover the cost of filing.

Please certify the enclosed copies and return same to the address designated below.

Sincerely,

Richard A. Boyko, EA

RICHARD A. BOYKO, EA  
11720 U.S. 19, Suite 6  
Port Richey, FL 34668  
(813) 861-2722  
FAX (813) 861-2809

FILED  
99 SEP 10 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GALLMON CASE SEP 16 1999

**EFFECTIVE DATE**  
9-3-99

ARTICLES OF INCORPORATION  
OF  
DEAN PHILLIPS LAWN CARE, INC.

FILED  
99 SEP 10 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation shall be DEAN PHILLIPS LAWN CARE, INC. and the mailing address of the corporation shall be 14708 Pauline Drive, Hudson, FL 34669

ARTICLE II - DURATION

The period of duration of this corporation is perpetual beginning on the 3rd day of September, 1999.

ARTICLE III - NATURE OF BUSINESS

The general character or nature of the business of the corporation to be transacted is; Lawn maintenance for the private and public sector, and any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - REGISTERED AGENT

The initial Registered Agent of the corporation is Dean W. Phillips; and the street address of the initial Registered Office of the corporation is; 14708 Pauline Drive, Hudson, FL 34669

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue and have outstanding a maximum of one thousand (1,000) shares of common stock having par value of ten cents (\$0.10) per share.

ARTICLE VI - INITIAL DIRECTOR

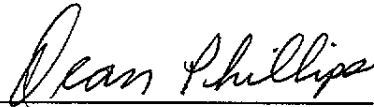
Dean W. Phillips  
14708 Pauline Drive  
Hudson, FL 34669

The above named person shall serve as Director of the corporation for the first year of existence or until successors have been suitably elected or appointed and qualified.

ARTICLE VII - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Board of Directors in the manner provided by law.

IN WITNESS WHEREOF, the undersigned as Incorporator has executed these Articles of Incorporation on the 3rd day of September, 1999.



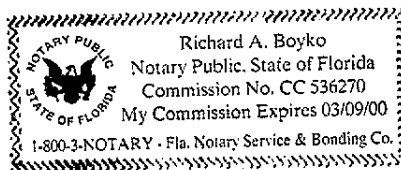
Dean W. Phillips, Incorporator  
14708 Pauline Drive  
Hudson, FL 34669

STATE OF FLORIDA  
COUNTY OF PASCO

The foregoing instrument was acknowledged before me by Dean W. Phillips as initial Incorporator of DEAN PHILLIPS LAWN CARE, INC. on this 3rd day of September, 1999.

  
NOTARY PUBLIC

My commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA

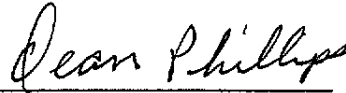
This Certificate is submitted pursuant to Chapters 48 and 607, Florida Statutes.

1.) DEAN PHILLIPS LAWN CARE, INC., being a corporation duly organized under the laws of the State of Florida, hereby designates Dean W. Phillips as Registered Agent for said corporation for service of process within the State of Florida.

2.) In addition, the aforesaid corporation hereby designates 14708 Pauline Drive, Hudson, FL 34669, as the street address of the Registered Office of the corporation.

ACCEPTANCE

The undersigned, having been designated to accept service of process for the above identified corporation, hereby accepts said designation and agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes.

  
\_\_\_\_\_  
Dean W. Phillips

FILED  
99 SEP 10 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA