

999000084407

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Tropical Lawn Care, Inc

800002994638-3
-09/23/99-01036-009
*****78.75 *****78.75

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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99 SEP 23 PM 2: 14

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TALLAHASSEE, FLORIDA

Signature _____

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9/23/99

ARTICLES OF INCORPORATION
of
TROPICAL LAWN CARE, INC.

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The undersigned subscriber, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE. NAME

The name of the proposed corporation is TROPICAL LAWN CARE, INC.

ARTICLE TWO. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE THREE. CAPITAL STOCK

The total number of shares of stock which the corporation shall have the authority to issue is FIVE HUNDRED (500) shares at a par value of ONE and NO/100 DOLLARS (\$1.00) each.

ARTICLE FOUR. ADDRESS

The initial address of the principal office of the proposed corporation in the State of Florida is:

c/o Matthew C. Graham
927 Fifth St.
Clermont, FL 34711.

ARTICLE FIVE. MANAGEMENT OF CORPORATION

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of, the shareholders.

ARTICLE SIX. OFFICERS

The officers of the corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, and such other assistant officers and agents as may be deemed necessary, each of whom shall be elected by the shareholders at such time and in such manner as may be prescribed by the by-laws. One (1) person may hold all or more than one (1) office.

ARTICLE SEVEN. INITIAL OFFICERS

The initial officers of the corporation and their addresses are:

President and Treasurer:

Matthew C. Graham
927 Fifth St.
Clermont, FL 34711.

Secretary:

Donna E. Graham
927 Fifth St.
Clermont, FL 34711.

Vice-President:

Matthew C. Graham, II
927 Fifth St.
Clermont, FL 34711.

ARTICLE EIGHT. REGISTERED OFFICE AND AGENT


The street address of the initial registered office of the corporation is 927 Fifth St., Clermont, FL 34711, and the name of its initial registered agent at such address is Matthew C. Graham.

ARTICLE NINE. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights and in addition, elects preemptive rights for all shares transferred from the corporation notwithstanding statutory provisions to the contrary, unless waived in writing by all shareholders. However, preemptive shares not acquired within 3 months after being offered to shareholders, may within 9 months of the 3 months, be offered for sale at or above the original consideration to any person.

ARTICLE TEN. INCORPORATORS

The name and address of each incorporator is: Matthew C. Graham, 927 Fifth St. Clermont, FL 34711.


Matthew C. Graham, Incorporator

ACCEPTANCE OF REGISTERED AGENT
for TROPICAL LAWN CARE, INC.

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I, the undersigned, being familiar with and accepting the obligations of the position, do hereby accept the appointment of registered agent of TROPICAL LAWN CARE, INC., on September 22, 1999.

Matthew C. Graham
Matthew C. Graham, Registered Agent
927 Fifth St.
Clermont, FL 34711