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THOMAS O. MICHAELS, ESQ.
1370 Pinchurst Road
Dunedin, FL 34698
(727) 733-8030
Fax : (727) 733-8531

October 5, 1999

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

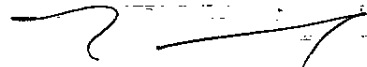
Re: HALL'S PROFESSIONAL LANDSCAPING AND LAWN SERVICE, INC.

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for the above styled corporation which needs to be filed with your office, as well as our check in the amount of Seventy (\$70.00) Dollars for costs incurred in same. After the Articles of Incorporation have been filed, please return the copy with the confirmation letter of filing the above referenced Corporation in the self-addressed stamped envelope enclosed for your convenience.

Do not hesitate to contact our office if you have any questions or require further information.

Sincerely yours,



Thomas O. Michaels, Esq.

TOM/sb
Enclosure

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99 OCT -6 AM 9:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE OF INCORPORATION
OF
HALL'S PROFESSIONAL
LANDSCAPING AND LAWN SERVICE, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is: HALL'S PROFESSIONAL LANDSCAPING AND LAWN SERVICE, INC.

**ARTICLE II
DURATION**

The term of the existence of the corporation is perpetual, and shall commence on the date of filing of these Articles.

**ARTICLE III
PURPOSE**

The purpose of which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is 1000 all of which shall be common shares with a par value of \$1.00 per share.

**ARTICLE V
SPECIAL PROVISION**

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code, and the initial board of directors are hereby authorized, directed and empowered to so qualify the stock under the appropriate sections of the Internal Revenue Code.

Prepared By:
Thomas O. Michaels, Esq.
1370 Pinehurst Road
Dunedin, Florida 34698
(727) 733-8030

ARTICLE VI PRINCIPAL OFFICE AND REGISTERED OFFICE

The principal office, if known, or the mailing address of the corporation is 1743 Solon Avenue, Dunedin, Florida 34698.

The street address of the initial registered office of the corporation is 1370 Pinehurst Road, Dunedin, Florida 34698, and the name of the initial registered agent at that address is Thomas O. Michaels, Esq.

ARTICLE VII DIRECTORS/OFFICERS

The initial board of directors of the corporation shall consist of two (2) members.

The name and address of the first board of directors are: DALE S. HALL, and BONNIE A. HALL, 1743 Solon Avenue, Dunedin, Florida 34698.

The name and address of the initial officers of this Corporation are: DALE S. HALL, President, and BONNIE A. HALL, Secretary and Treasurer, both of 1743 Solon Avenue, Dunedin, Florida 34698.

ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

ARTICLE IX INCORPORATOR

The name and address of the incorporator is: DALE S. HALL, 1743 Solon Avenue, Dunedin, Florida 34698.

Prepared By:
Thomas O. Michaels, Esq.
1370 Pinehurst Road
Dunedin, Florida 34698
(727) 733-8030

ARTICLE X
AMENDMENT

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

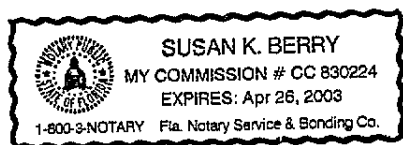
Dated this 5 day of October, 1999.


DALE S. HALL, Incorporator

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9 OCT -6 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 5th day of October, 1999, by DALE S. HALL, who has produced a Florida Driver's License as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.



NOTARY PUBLIC:

Sign 

Print Susan K. Berry

Notary Public

State of Florida

My Commission Expires:

(Seal, if applicable)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


THOMAS O. MICHAELS, ESQ.,
Registered Agent