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LAW OFFICES OF
MANZO & ASSOCIATES, P.A.

2395 S. WASHINGTON AVE., #5
TITUSVILLE, FLORIDA 32780
(407) 268-0220

MELBOURNE, FLORIDA
BY APPOINTMENT ONLY
(407) 729-0220

RICHARD A. MANZO

BOARD CERTIFIED CRIMINAL TRIAL
BOARD CERTIFIED CIVIL TRIAL
ALSO MEMBER OF TEXAS BAR

GAIL H. MOREY
ARLENE HOFFMAN
VERONICA CANFIELD
LEGAL ASSISTANTS

October 11, 1999

PLEASE REPLY TO:
POST OFFICE BOX 599
TITUSVILLE, FL 32781
FAX: 268-5440

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

0000003015740-8
-10/15/99-01040-004
*****70.00 *****70.00

REGARDING: FILING NEW CORPORATION
A & A LAWN MAINTENANCE, INC.

Dear Sirs:

Enclosed please find the following with regard to filing the
above-referenced corporation:

1. Original and one copy of Articles of Incorporation;
2. Our trust account check made payable to your order
representing the following costs:

Charter tax
Filing Fee
Registered Agent Fee

Please file the original enclosed Articles of Incorporation
and return a copy to the undersigned. Your prompt attention to
this matter is appreciated.

I remain,

Very truly yours,

RICHARD A. MANZO

RAM/gm

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 15 PM 6:02

10/19/99

ARTICLES OF INCORPORATION OF

A & A LAWN MAINTENANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 15 PM 6:02

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms this Corporation under the Laws of the State of Florida.

ARTICLE I. NAME: The name of the corporation shall be:

A & A LAWN MAINTENANCE, INC.

ARTICLE II. NATURE OF BUSINESS: The general nature of the business or businesses of the Corporation and the objects and purposes proposed to be transacted, promoted or carried on by it, are as follows:

a. To buy, sell or otherwise acquire, handle, lease and dispose of real and personal property or any interest therein; to lay off, plat or subdivide lands into lots or blocks, and to dedicate parks, street, highways and alleyways thereon.

b. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

c. To buy, sell, manufacture, repair, alter, exchange, let or hire, export and deal in articles and things which may be required for the purpose of any business or commonly supplied or dealt in by persons engaged in such business, or which may seem capable of being profitably dealt with in connection with any of the Corporation's businesses.

d. To guarantee, or to acquire by purchase, subscription or otherwise, or hold for investment or otherwise, sell, assign, or transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, securities or evidences of indebtedness created by any other corporation or any state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever, any corporation whose stocks, bonds, securities, or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any stocks, bonds, securities, or other obligations and to do all acts of things designed to accomplish any such purpose.

e. To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises and contracts of every kind; to

cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

f. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.

g. To borrow money and contract for debts when necessary for the transaction of its business or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, secured or unsecured, from time to time, for moneys borrowed, or in payment for property acquired, or for any of the other objects or purposes of the Corporation or for any of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien upon any or all of the property, rights, franchises or privileges of the Corporation, wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds or other evidences of indebtedness the right to convert the principle thereof into any preferred common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any and all debentures or other bonds, notes and other obligations in such a manner and upon such terms as the Board of Directors may deem judicious, subject, however to the provisions of Article IX hereof.

h. To have and maintain one or more offices for the conduct of its business within and without the State of Florida without restriction as to place or amount.

i. In addition to the foregoing, the Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is expressly provided that the above enumeration of specific powers shall not be held to limit or restrict the powers of this Corporation.

ARTICLE III. CAPITAL STOCK: The maximum number of shares of stock that the Corporation is authorized to have outstanding any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE: The term of existence of the Corporation is perpetual.

ARTICLE V. INITIAL OFFICE: The initial office of the Corporation shall be: 3460 OLIVER COURT, MIMS, FLORIDA 32754.

ARTICLE VI. INITIAL REGISTERED AGENT: The name and address of the initial registered agent is: RICHARD A. MANZO, 2395 S. WASHINGTON AVENUE, SUITE 5, TITUSVILLE, FLORIDA 32780.

ARTICLE VII. DIRECTORS: The initial Board of Directors shall consist of one member whose name and mailing address is: LEONARD PIOTROWSKI, P.O. BOX 2441, TITUSVILLE, FL 32780.

ARTICLE VIII. OFFICERS: The name, mailing address and title of each initial officer of the Corporation until the first meeting of the Board of Directors is: LEONARD PIOTROWSKI, P.O. BOX 2441, TITUSVILLE, FLORIDA 32780.

ARTICLE IX: REGULATION OF BUSINESS AFFAIRS: The following provisions for the regulation of the Corporation's business affairs are adopted as a part of the Articles of Incorporation:

a. The Board of Directors from time to time shall determine whether and to what extent, and at which time and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them shall be open to inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by statute or authorized by the Board of Directors, or by resolution of the stockholders.

b. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

c. The Directors may prescribe methods for replacement of lost stock certificates and prescribe reasonable conditions by way of security upon the issue of new certificates.

d. The original incorporators of the Corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article X hereof to any other person, or to the firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

e. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any of the Directors of the Corporation are interested in, or are a Director or Officer of such other corporation, and any Director, individually, or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from any association or corporation in which that Director may be anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any other entity without regard to the fact that said Director is also a director of or partner in such entity.

f. Unless otherwise determined by the Board of Directors, any holder of stock of the Corporation shall be entitled as a matter of right, to purchase or subscribe for any stock of any class which the Corporation may issue or sell whether or not exchangeable for any stock of the Corporation acquired by it after the issue thereof and whether issued for cash, labor done, personal property or real property, leases thereof or any other valuable consideration.

ARTICLE X. RESTRICTION ON TRANSFER OF SHARES: Any shareholder desiring to transfer stock shall do so in accordance with the terms set forth in the by-laws or by separate agreement of the stockholders, which agreement, if any, shall be noted on the face of each certificate of stock issued by the Corporation.

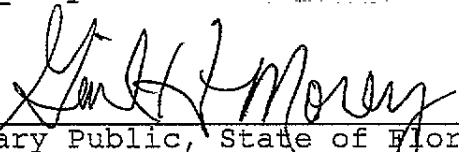
ARTICLE XI. SUBSCRIBER: The name and mailing address of the subscriber to these Articles of Incorporation is: LEONARD PIOTROWSKI, P.O. BOX 2441, TITUSVILLE, FL 32780.

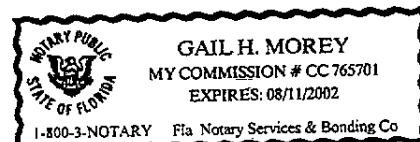
IN WITNESS WHEREOF, the undersigned does this day set his hand and seal.


LEONARD PIOTROWSKI

STATE OF FLORIDA
COUNTY OF BREVARD

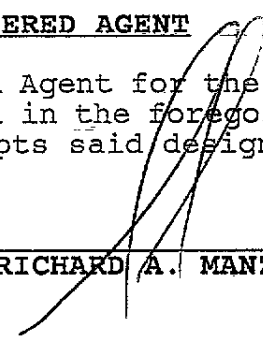
The foregoing instrument was sworn to and subscribed before me by LEONARD PIOTROWSKI, who is personally known by me, on this 11th day of October, 1999.


Notary Public, State of Florida
My Commission Expires:



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the Corporation at the Registered Office and designated in the foregoing Articles of Incorporation, the undersigned accepts said designation.


RICHARD A. MANZO

FILED
SECRETARY OF STATE
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