

ARTICLES OF INCORPORATION

OF

GRASSCUTTERS, INC.

The undersigned, being a natural person of at least 18 years of age and acting as the incorporator of the Corporation hereby being formed under the Alabama Business Corporation Act, does hereby certify that:

Article 1. The name of the Corporation is:

GRASSCUTTERS, INC.

Article 2. The Corporation is formed for the following purposes:

To engage in the lawn maintenance and landscape installation industry.

To take, own, hold, deal in, mortgage or otherwise give lien against and to lease, sell, buy, exchange, transfer and, in any manner, dispose of or deal with real property of every class or description, and any and all interest therein, both within and without the State of Alabama.

To manufacture, purchase or otherwise acquire, in any lawful manner, and hold, own, mortgage, pledge or otherwise to give liens against and to lease, sell, assign, exchange, transfer, or in any manner, dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within and without the State of Alabama, and in any part of the world.

For any of the purposes of the Corporation and without any limitation as to amount, to borrow and raise monies, to draw, make, accept, endorse, discount, execute, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds and other instruments, whether transferable, and other evidence of indebtedness, whether secured by mortgage or otherwise, either alone or jointly with any other person or corporation; to confer upon the holders of any of its obligations such rights, powers and pledges as from time to time might be deemed advisable by the Board of Directors, except as may be specifically prohibited by law; to lend money with or without collateral or other security.

To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality or body politic.

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To purchase, insofar as the same may be done without impairing capital of the Corporation, except as otherwise permitted by law, and to hold, pledge, and reissue shares of its own capital stock, as determined by the Board of Directors.

To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, trustees or otherwise, and either alone or in the company of others.

In general, to carry on any other business in connection therewith and to do all things not forbidden by the Laws of the State of Alabama and with all the powers conferred upon corporations by the Laws of the State of Alabama. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Article III for these Articles of Incorporation shall, except where otherwise specified, be no wise limited or restricted Articles, but that the objects, purposes and powers specified in this Article and in each of the Articles and paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes, and powers and shall not be construed to restrict, in any manner, the general powers and terms of this Corporation nor shall the expression of any one thing be deemed to exclude another, although it be of like nature.

To enter into, perform and carry out contracts and agreements of every kind and nature, with any person, firm, corporation or other entity, and any State, county, municipal or other governmental body, including all boards, bureaus and agencies thereof.

To carry on any other activities necessary to, in connection with or incidental to the foregoing.

The provisions of this Article shall be construed as purposes and objects, and the matters expressed in each provision hereof shall not be limited in any way, except as otherwise expressly provided herein, by reference to or inference from the terms of any other provision hereof, and shall be regarded as independent purposes and objects. The enumeration of specified purposes and objects shall not be construed to exclude, limit or otherwise restrict in any manner any power, right or privilege given to the Corporation herein or by law, or to limit or restrict in any manner the meaning of the provisions hereof, or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

Article 3. The street address of the registered office of the Corporation in the State of Alabama is 2230 Third Avenue North, Birmingham, Alabama 35203, and the name of the Corporation's initial registered agent upon whom process against the Corporation may be served at said registered office is Keith D. Preston.

Article 4. The total number of shares of stock which the Corporation shall have authority to issue is 100 shares, no par value, all of which shall be of the same class and all of which are designated as common stock.

Article 5. The number of directors constituting the initial Board of Directors of the Corporation is two. The number of directors of the Corporation may be increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than three shareholders, the number of directors may be less than three but not less than the number of shareholder. The name and address of each person who is to serve as a director until a successor is elected and qualifies are:

1. Keith D. Preston 2230 Third Avenue North, 2230 Third Avenue North, Birmingham, Alabama 35203.
2. Joyce Preston 3217 Garden Lane, Birmingham, Alabama 35242

Article 6. The name of the incorporator is Keith D. Preston, and the mailing address of the incorporator is 2230 Third Avenue North, Birmingham, Alabama 35203.

Article 7. The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 3 day of January, 2001.


Joyce Preston - Incorporator

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

GrassCutters, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Keith Preston, 2230 3rd Ave N, Birmingham, AL 35203 for a period of one hundred twenty days beginning October 19, 2000 and expiring February 17, 2001.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

October 19, 2000

Date

Jim Bennett

Secretary of State

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