

FILED/EFFECTIVE

**ARTICLES OF INCORPORATION
OF
A CUT ABOVE LAWN CARE, INC.**

RECEIVED
STATE OF IDAHO
SECRETARY OF STATE
08/23/2000 09:00
CX: 1730 DT: 135208 BH: 343964
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C1355339

The undersigned, being over the age of eighteen (18) years and for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certify and adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be A CUT ABOVE LAWN CARE, INC., and its existence shall be perpetual.

ARTICLE II

This Corporation shall have unlimited power and purpose to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended, under the provisions of which this Corporation is incorporated.

ARTICLE III

Shareholders of this Corporation shall have preemptive rights to acquire additional shares offered for sale by this Corporation.

ARTICLE IV

Shareholders of this Corporation shall not have cumulative voting rights.

ARTICLE V

The registered agent of this Corporation shall be John V. Spriggs and the mailing address of said registered agent is 935 Shannon Lane, Post Falls, ID 83854.

ARTICLE VI

1. The aggregate number of shares which this Corporation shall have authority to issue is 1000 shares.
2. Such shares are to consist of one class only, to be known as common stock, and such shares are to have no par value.

3. Said common stock qualified under Section 1244 of the Internal Revenue Code, as amended, and shall be and hereby is "1244" stock.

4. Corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

ARTICLE VII

1. The number of Directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. In compliance with the Idaho Business Corporation Act, this Corporation may enter into, contract, and otherwise transact business, as vendor, purchaser, or otherwise, with one or more of its Directors, officers, or shareholders or with any corporation, association, firm, or entity in which one or more of them are may become interested as directors, officers, shareholders, members, or otherwise.

3. The first Directors of this Corporation shall be TWO (2) in number and his address is as follows:

Name	Address
John V. Spriggs	935 Shannon Lane Post Falls, ID 83854
Stephanie L. Spriggs	935 Shannon Lane Post Falls, ID 83854

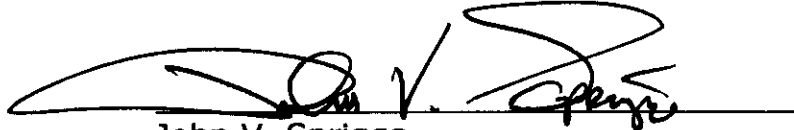
4. The term of the first Directors shall be until the first annual meeting of the shareholders of this Corporation or until his successors are elected and qualified.

ARTICLE VIII

The name and address of the incorporator is as follows:

John V. Spriggs, 935 Shannon Lane, Post Falls, ID 83854.

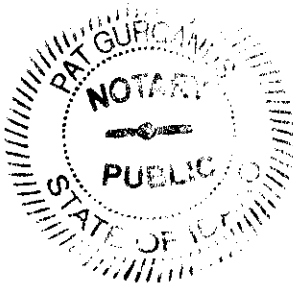
IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation in duplicate on this 23 day of August, 2000.

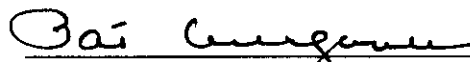

John V. Spriggs

STATE OF IDAHO)
 ss.
COUNTY OF KOOTENAI)

On this 23rd day of August, 2000, before me, the undersigned Notary Public in and for said state, personally appeared John V. Spriggs known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

WITNESS my hand and official seal.




Notary Public for Idaho
Residing at: Hayden
My commission expires: 7.8.04