

TRANSMITTAL LETTER

P02000008772

FILED  
02 JAN 25 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SUBJECT: Apex Landscape Services, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

400004788554--0  
-01/25/02--01075--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Michael S. Agate  
Name (Printed or typed)

1240 Lake Parke Drive  
Address

Jacksonville, FL 32259  
City, State & Zip

(904)230-2671  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

02/16/02 ✓

ARTICLES OF INCORPORATION  
OF  
APEX LANDSCAPE SERVICES, INC.

FILED  
02 JAN 25 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber, MICHAEL S. AGATE, to these Articles of Incorporation, being a natural person competent to contract, desiring that he be incorporated, for such purpose so hereby make, execute and adopt the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be APEX LANDSCAPE SERVICES, INC. 1240 Lake Parke Drive, Jacksonville, FL 32259.

ARTICLE II

The general powers of this corporation shall be as follows:

a. All corporate powers as specifically set forth in Section 607.0302, Florida Statutes.

b. To conduct and engage in the business of commercial and residential landscaping and lawn service.

c. To operate, conduct, carry on and engage in any other business or businesses not prohibited by law.

d. to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a

banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

e. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

f. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

g. To purchase the corporate assets of any other corporation and engage in the same manner or other character of business.

h. To guarantee, endorse, purchase, hold, sell, transfer mortgages, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

i. The foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers and objects shall not be held to restrict or limit in any manner the general powers or objects of

this corporation. In general, to carry on any other business in connection with or related or incidental to the foregoing permitted by law; to have and exercise all the powers conferred by the present or future laws of the State of Florida upon corporations formed for any or all of the purposes aforesaid.

### ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, of the par value of One and No/100 Dollars (\$1.00) per share.

The whole or any part of the authorized capital shares may be issues for such consideration having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors.

### ARTICLE IV

The amount of capital with which this corporation shall begin business is Five Hundred and No/100 Dollars (\$500.00).

### ARTICLE V

This corporation shall have and continuously maintain in this state:

a. A registered office, the initial registered office is designated as 1240 Lake Parke Drive, Jacksonville, FL 32259.

b. A registered agent, the initial registered agent is Michael S. Agate, whose business office is located at 1240 Lake Parke Drive, Jacksonville, FL 32259.

The Board of Directors may from time to time change its

registered office or its registered agent pursuant to Florida Statutes, §607.0502.

ARTICLE VI

This corporation shall have perpetual existence and the commencement of the corporate existence shall be at the time of the filing of this Articles of Incorporation by the Department of State, State of Florida.

ARTICLE VII

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the by-laws adopted by the stockholders.

ARTICLE VIII

The names and addresses of the members of the initial Board of Directors of this corporation, who, subject to the provisions of Florida, will hold office for the first year of the corporation's existence, or until the successors are elected and have qualified, is as follows:

MICHAEL S. AGATE

1240 Lake Parke Drive  
Jacksonville, FL 32259

SANDLIN M. SMITH

1244 Lake Parke Drive  
Jacksonville, FL 32259

ARTICLE IX

The name and address of the incorporator of this corporation is MICHAEL S. AGATE, whose address is 1240 Lake Parke Drive, Jacksonville, FL 32259.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The name and address of the officers who shall conduct the business of the corporation until those elected at the first annual election shall be qualified are as follows:

MICHAEL S. AGATE	President	1240 Lake Parke Drive Jacksonville, FL 32259
SANDLIN M. SMITH	Vice President Secretary & Treasurer	1244 Lake Parke Drive Jacksonville, FL 32259

ARTICLE XII

The corporation shall not have more than thirty-five (35) stockholders and otherwise shall fulfill the requirements necessary for it to elect to become an "electing small business corporation" under Subchapter S of the Internal Revenue Code and the stock of this corporation qualifies as small business stock under Internal Revenue code §1244.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Jacksonville, Duval County, Florida, this 24 day of JANUARY, 2002.

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT

Michael S. Agate  
MICHAEL S. AGATE

INCORPORATOR/REGOSTERED AGENT

02 JAN 25 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA

COUNTY OF St. Johns

The foregoing instrument was acknowledged before me this day of January 24, 2002, by Michael S. Agate, who did take an oath and who:

- ( ) is personally known to me, or
- (✓) produced a current Florida Drivers Licenses as identification; or
- ( ) produced \_\_\_\_\_ as identification.



Heather Spann  
Notary Public  
State of Florida at Large  
Commission No.  
My Commission Expires: