

POB 000/03/16

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

107-76448

(Document Number)

Certified Copies _____ Certificates of Status _____

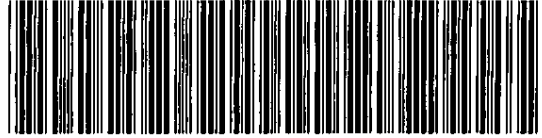
Special Instructions to Filing Officer:

A. LUNT

NOV 20 2008

EXAMINED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GreenEarth Landscape Services, Inc. #
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Robert Shawn Knight
(Contact Person)

GreenEarth Landscape Services LLC
(Firm/Company)

1520 Moylan Rd
(Address)

Panama City Beach, Fl. 32407
(City, State and Zip Code)

For further information concerning this matter, please call:

Robert Shawn Knight at (850) 819-4272
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$113.75 Filing Fees
and Certified Copy | <input type="checkbox"/> \$122.50 Filing Fees,
Certified Copy, and
Certificate of Status |
|--|---|---|--|

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

GreenEarth Landscape Services LLC
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LLC
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 08/09/2007
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

GreenEarth Landscape Services, Inc.
(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: 1/01/2009
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)


Signed this 14th day of November, 2008.


Required Signature for Florida Profit Corporation:

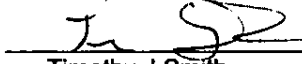
Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Robert Knight

Printed Name: Robert Shawn Knight Title: VP

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: 
Printed Name: Robert Shawn Knight Title: Managing Partner

Signature: 
Printed Name: Jeremy M. Durgan Title: Managing Partner

Signature: 
Printed Name: Timothy J. Smith Title: Managing Partner

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

GreenEarth Landscape Services, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

1520 Moylan Rd
Panama City Beach, FL.
32407

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any lawful business

ARTICLE IV SHARES

The number of shares of stock is:

100

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Jeremy M Durgan (P) 1520 Moylan Rd Panama City Beach, Fl. 32407
Robert Shawn Knight (VP) 1520 Moylan Rd. Panama City Beach, Fl. 32407
Timothy J Smith (VP) 1520 Moylan Rd. Panama City Beach, Fl. 32407

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Robert Shawn Knight
1520 Moylan Rd
Panama City Beach, Fl.
32407

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ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

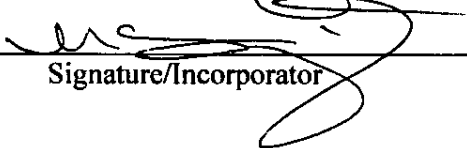
Robert Shawn Knight
1520 Moylan Rd
Panama City Beach, Fl.
32407

+

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent



Signature/Incorporator

11/14/2008

Date

11/14/2008

Date

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TALLAHASSEE, FLORIDA