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CGR Law Offices
CASORIA & GOFF, P.A.
SUITE 600 BAYVIEW BUILDING • 1040 BAYVIEW DRIVE • FORT LAUDERDALE, FL 33304 • (954) 564-4400

CY CASORIA
CHARLES A. GOFF

FAX NO.
(954) 564-9634

December 20, 1995

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32304

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-12/27/95--01006--009
*****122.50 *****122.50

RE: Articles of Incorporation of:
Gary Stout Landscaping, Inc.

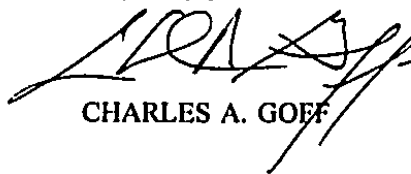
Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of the above referenced corporation, together with our check in the amount of \$122.50 for the filing fee, Designation of Resident Agent and certified copy of the Articles.

Please return the certified copy, together with one copy stamped "filed", and the Certificate of Filing to the undersigned.

Please do not hesitate to contact me should you have any questions or comments regarding this matter.

Very truly yours,


CHARLES A. GOFF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 DEC 26 PM 4: 03

FILED

CAG:kjc

Enclosure

Handwritten note:
Done
1-4-96

ARTICLES OF INCORPORATION
OF
GARY STOUT LANDSCAPING, INC.

95 DEC 26 PM 4:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: GARY STOUT LANDSCAPING, INC.

ARTICLE II - PURPOSE

The general purpose of the business and objects and purposes proposed to be transacted by the Corporation and the powers and privileges to be exercised by it shall include all powers that are given to bodies corporate under the Statutes of the State of Florida, as the same may exist and may be amended from time to time.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue at any time is 100 shares, all of which shall be common shares with \$1.00 par value.

Each shareholder of the Corporation shall be entitled to full pre-emptive rights to acquire his proportionate part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the Corporation.

ARTICLE IV - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at: 1040 Bayview Drive, Suite 600, Fort Lauderdale, Florida 33304.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the

Corporation's existence, or until his successor shall have been elected and qualified, as follows:

GARY L. STOUT
729 N.E. 16th Terrace
Fort Lauderdale, Florida
33304

ARTICLE VII - REGISTERED AGENT

The registered agent and the registered office for this Corporation is:

CASORIA & GOFF, P.A.
1040 Bayview Drive, Suite 600
Fort Lauderdale, Florida 33304.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

CHARLES A. GOFF, ESQUIRE
Casoria & Goff, P.A.
1040 Bayview Drive, Suite 600
Fort Lauderdale, Florida 33304.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - MEETING BY CONFERENCE TELEPHONE

The members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, but regular meetings of the Board of Directors must be attended, in fact, in person by each Director.

ARTICLE XII - ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the Corporation at the initial registered office designated in these Articles of Incorporation, hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


CHARLES A. GOFF, Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on December 20, 1995.

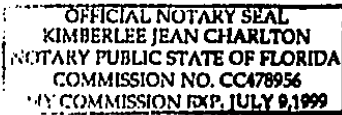

CHARLES A. GOFF

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me on December 20, 1995, by CHARLES A. GOFF, who is personally known to me or who has produced XXX as identification.

My Commission Expires:

Kimberlee Jean Charlton
NOTARY PUBLIC



FILED
95 DEC 26 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA