

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 24 PM 12:53

P98000056427

600002570716--1
-06/24/98--01030--025
***122.50 ***122.50

NJM Greenway
Handicapping &
Management, Inc.

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by: _____

Name LS Date 6/24/98 Time 9:50

Walk-In _____ Will Pick Up _____

RECEIVED
98 JUN 24 AM 12:58
DIVISION OF CORPORATIONS

06-24-98

98 JUN 24 PM 12: 53

ARTICLES OF INCORPORATION

MJM GREENWAY LANDSCAPING & MANAGEMENT, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be MJM GREENWAY LANDSCAPING & MANAGEMENT, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock having ONE DOLLAR (\$1.00) par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or

personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street (mailing) address of the initial principal and registered office of this corporation shall be: 1707 E. Semoran Blvd., Apopka, FL 32703.

The name of the initial registered agent of this corporation at that address shall be: DAVID KEMP.

ARTICLE VI - INITIAL OFFICER(S)

The name(s) and street address(es) of the initial officer(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
RUSSELL NAHM	1707 E. Semoran Blvd. Apopka, FL 32703	PRES.

GARY MAZZOLI

1707 E. Semoran Blvd.
Apopka, FL 32703

SEC/TREAS

ARTICLE VII - INITIAL DIRECTOR(S)

This corporation shall consists of a minimum of one (1), and a maximum of ten (10) directors initially. The number of directors may be either increased or decreased from time to time by the By-laws but shall never be less than one (1). The name(s) and street address(es) of the initial director(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

<u>Name</u>	<u>Street Address</u>
RUSSELL NAHM	1707 E. Semoran Blvd. Apopka, FL 32703
GARY MAZZOLI	1707 E. Semoran Blvd. Apopka, FL 32703

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporators to these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
DAVID KEMP	1707 E. Semoran Blvd. Apopka, FL 32703

ARTICLE IX - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal by-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such by-laws.

ARTICLE X - PREEMPTIVE RIGHTS


Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, The parties have hereunto set their hand and seal this

23^d day of June 1998.


_____(SEAL)
DAVID KEMP

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, MJM GREENWAY LANDSCAPING & MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Apopka, County of Seminole, State of Florida, has named its Registered Agent, DAVID KEMP, 1707 E. Semoran Blvd., Apopka, Seminole County, State of Florida, to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



DAVID KEMP
1707 E. Semoran Blvd.
Apopka, FL 32703

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 24 PM 12:53

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared DAVID KEMP, personally known to me to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said persons subscribed to those Articles of Incorporation and who did take an oath.

WITNESS by my hand and official seal in the County and State last aforesaid this _____ day of June, 1998.

Notary Public
My Commission Expires: