

F00000000492

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: LANDSCAPES USA, INCORPORATED
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

NANCY ACHILLES
(Name of Person)
LANDSCAPES USA, INC.
(Firm/Company)
PO BOX 162561
(Address)
AUSTIN, TX 78716-2561
(City/State/Zip)

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00 JAN 27 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

NANCY ACHILLES at (512) 328-8626
(Name of Person) (Area Code & Daytime Telephone Number)

400003087284-6
-01/04/00--01039--008
*****70.00 *****70.00

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

F00-492

Name	OR 1-27
Availability	
Document	
Exhibit	
Filing Fee	
Certificate of Status & Certified Copy	

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

DEWAN & LALLY, L.L.P.

611 SOUTH CONGRESS AVE., SUITE 125

AUSTIN, TEXAS 78704

INTELLECTUAL PROPERTY LAW

INCLUDING

PATENTS, TRADEMARKS,
COPYRIGHTS, AND LICENSES

File No.: LUSA.0106

TELEPHONE: (512) 428-9870

FACSIMILE: (512) 428-9871

DIRECT DIAL: (512) 428-9873

January 26, 2000

VIA FEDERAL EXPRESS

Ms. Tammi Cline
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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00 JAN 27 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: *Authorization of Landscapes USA, Inc. (a Delaware corporation) ("LUSA") to do business in Florida; Letter from the Florida Department of State dated January 10, 2000 (Ref. Number: W00000000743)*

Dear Ms. Cline:

As we discussed last week, please find enclosed a copy of the executed Unanimous Written Consent of Directors of LUSA adopting the alternate name of: "LANDSCAPES USA OF THE SOUTHEAST, INC." for use in the state of Florida. Also, the Certificate of Incorporation for LUSA filed with state of Delaware specifies that the period of duration for LUSA is "perpetual." With the foregoing, I understand that the application for LUSA is now in a form to be processed and approved by your office (assuming the continued availability of the adopted name). If you need any additional information or materials, please do not hesitate to contact me at (512) 428-9873.

Further, with respect to the civil penalty noted in the January 10, 2000 letter, we respectfully request that the Department of State reconsider the amount of the stated civil penalty in light of the following. LUSA is a small company currently with operations only in one other state besides Florida. LUSA did not start providing services in Florida until October of 1999 and had no intent of avoiding or otherwise not obtaining the required authorization. Any lack of timeliness in filing the application and "clearing" the applicable corporate name prior to commencing operations was due to inexperience of the LUSA personnel in Florida. In light of the foregoing and in light of the range of civil penalties permitted by Section 607.1502(4) of the Florida Statutes, we respectfully request on behalf of LUSA that the applicable amount of the civil penalty be reconsidered and reduced to the lowest amount permitted by applicable law.

Ms. Kline, thank you for your prompt and courteous help last week in explaining the letter and the documents and information that LUSA needed to file with your office. I

Ms. Tammi Cline
January 26, 2000
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understand that you will forward our request to reduce the amount of the civil penalty to your General Counsel's office. Once again thank you, and I look forward to hearing from you regarding the status of the application and our request.

Very truly yours,



Raman N. Dewan

RND/knw

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT OF DIRECTORS
IN LIEU OF SPECIAL MEETING
OF
LANDSCAPES USA, INC., A DELAWARE CORPORATION

Title 8 of the Delaware Code (Section 141, Subchapter IV) provides that the board of directors of a corporation shall consist of one or more members and unless otherwise restricted by the certificate of incorporation or bylaws, any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting of the board of directors if all of the members of the board of directors consent thereto in writing. Accordingly, pursuant to such statutory authority, the undersigned, Dennis W. Dautel being all of the members of the Board of Directors of Landscapes USA, Inc., a Delaware corporation (the "Corporation"), hereby consents to the adoption of the following resolutions by written consent of the Board of Directors of the Corporation (the "Board") as of the effective date stated below:

WHEREAS, the Board has determined it to be in the best interest of the Corporation to conduct business and/or own property in the State of Florida and, in connection therewith, has determined that the Corporation should adopt an assumed name and take whatever other action may be necessary to become duly qualified to conduct business and/or own property in the State of Florida;

WHEREAS, the Board has determined that the Corporation should adopt the assumed name of "LANDSCAPES USA OF THE SOUTHEAST, INC." for the purposes of the operation of the Corporation's business and/or ownership of property in the State of Florida;

NOW, THEREFORE, BE IT RESOLVED, that the officers of the Corporation, or any one of them, be and they are hereby authorized and directed to execute, on behalf of and in the name of the Corporation, any assumed name certificates adopting the name of "LANDSCAPES USA OF THE SOUTHEAST, INC." for the purpose of the Corporation's existence in the State of Florida, as well as any and all other documents or instruments required by the State of Florida in connection therewith; and be it further

RESOLVED, that the officers of the Corporation be, and hereby are, authorized, in the name and on behalf of the Corporation, to do or cause to be done any and all such other acts and things as may be shown by their execution or performance thereof to be in their judgment necessary or desirable to effectuate the foregoing resolutions, and all action heretofore taken by the officers in connection with the subject of the foregoing resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Corporation.

DATED effective as of January 20, 2000.

LANDSCAPES USA, INC.
DIRECTOR:


Dennis W. Dautel

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 10, 2000

NANCY ACHILLES
P.O. BOX 162561
AUSTIN, TX 78716-2561

SUBJECT: LANDSCAPES USA, INCORPORATED
Ref. Number: W00000000743

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for LANDSCAPES USA, INCORPORATED and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1150.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 300A00001252


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00 JAN 27 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. LANDSCAPES USA INCORPORATED
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELEWARE
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. 6-28-99
(Date of incorporation)
5. N/A
(Duration: Year corp. will cease to exist or "perpetual")
6. 9-15-99
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. a. PO BOX 162561, AUSTIN TX 78716
(Principal office address)
b. PMB 510, 26014 N TAMiami TR. NAPLES FL 34103
(Current mailing address)
8. LANDSCAPE
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: WILLIAM COLLESTER
Office Address: 2069 RIVER REACH DR. #423
NAPLES, FL, Florida 34104
(Zip code)
10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: DENNIS DAUTEL

Address: 16 PASCAL LN
AUSTIN TX 78748

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

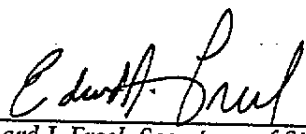
13. Dennis W. Dautel
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DENNIS DAUTEL PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LANDSCAPES USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF OCTOBER, A.D. 1999.




Edward J. Freel, Secretary of State

3060563 8300

991405611

AUTHENTICATION:

DATE: 0002896

10-01-99