

CT CORPORATION SYSTEM

F01000000189

CORPORATION(S) NAME

The Morrell Group, Inc.

FILED
01 JAN 11 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
01 JAN 11 PM 12:35
DIVISION OF CORPORATION

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/11/01
Melanie

Order#: 3493882

Ref#: _____

Amount: \$ _____

300003533393--6
-01/11/01--01074--015
*****70.00 *****70.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. The Morrell Group, Inc.

(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. Georgia

(State or country under the law of which it is incorporated)

3. 58-1848592

(FEI number, if applicable)

4. June 30, 1989

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. December 1, 2000

(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. 2375 Pleasantville Road

(Principal office address)

Doraville, GA 30362

(Current mailing address)

8. To engage in the landscape maintenance business and other activities necessary or incidental to the accomplishment thereof.
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(City)

(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.

CT Corporation System

Nicole Robie

(Registered agent's signature)

Nicole Robie, Asst. Secretary

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

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Bettina B. Browne

Address: 1253 New Market Avenue

South Plainfield, NJ 07080

Director: John M. Chapman

Address: One Financial Plaza, 19th Floor

Hartford, CT 06103

B. OFFICERS

President: Bettina B. Browne, President and CEO

Address: 1253 New Market Avenue

South Plainfield, NJ 07080

Vice President: Michael E. Bielonko, CFO, Executive VP and Secretary

Address: 1253 New Market Avenue

South Plainfield, NJ 07080

Secretary: Michael E. Bielonko

Address: 1253 New Market Ave., South Plainfield, NJ 07080

Vice President
Treasurer: Mark E. Allen

Address: 2375 Pleasantdale Rd., Atlanta, GA 30362

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

13. Michael E. Bielonko
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael E. Bielonko, CFO, Executive VP and Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : J913737
DATE INC/AUTH/FILED: 06/30/1989
JURISDICTION : GEORGIA
PRINT DATE : 12/29/2000
FORM NUMBER : 211

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TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE STREET, N.E.
ATLANTA, GA 30361

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

THE MORRELL GROUP, INC.
A GEORGIA PROFIT CORPORATION

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20001229145004071



Cathy Cox

Cathy Cox
Secretary of State