

K17841

GRAYHARRIS
ATTORNEYS AT LAW

GRAY, HARRIS & ROBINSON, P.A.
SUITE 600
301 SOUTH BRONOUGH ST. (32301)
P.O. BOX 11189
TALLAHASSEE, FLORIDA 32302-3189
TEL 850-222-7717
TEL 850-577-9090
FAX 850-222-3494
FAX 850-577-3311
WEB grayharris.com

June 25, 2002

E-MAIL ADDRESS

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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02 JUN 25 PM 3:31
DIVISION OF CORPORATIONS
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To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of **\$43.75** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **ARTICLES OF AMENDMENT** for the following entity:

FILED
02 JUN 25 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BECKER-HATFIELD LANDSCAPING SERVICE, INC.
Document Number: K17841

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Jill May
Jill W. May, Paralegal

/jwm
Enclosures

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Restat. Amend N.C.
G. Coullie JUN 25 2002

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BECKER-HATFIELD LANDSCAPING SERVICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting in his capacity as the President of BECKER-HATFIELD LANDSCAPING SERVICE, INC., a Florida corporation (the "Corporation"), on behalf of the Corporation, has executed these Amended and Restated Articles of Incorporation (the "Amended and Restated Articles"), as adopted by the sole Director of the Corporation in an action by written consent on June 19, 2002, and as approved by the sole shareholder of the Corporation in an action by written consent on June 19, 2002. The number of votes cast by the shareholders with respect to the action was sufficient for approval.

These Amended and Restated Articles completely amend, restate and supercede the Corporation's Articles of Incorporation filed with the Florida Department of State on March 11, 1988.

ARTICLE I - NAME

The name of the corporation is BECKER LANDSCAPE MAINTENANCE, INC.

ARTICLE II - ADDRESS

The principal office address and mailing address of the corporation is 14911 Green Valley Boulevard, Clermont, Florida 34711.

ARTICLE III - DURATION

This corporation shall exist indefinitely.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is one thousand (1,000) shares, which shall be designated Common Shares with a par value of one cent (\$0.01) per share.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the corporation in the state of Florida is 14911 Green Valley Boulevard, Clermont, Florida 34711. The name of the registered agent of the corporation at such address is Steven N. Becker.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have the number of directors as provided in the corporation's Bylaws.

ARTICLE VIII - BYLAWS

The power to adopt, amend, or repeal Bylaws for the management of the corporation shall be vested solely in the shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 19 day of June, 2002.


Steven N. Becker

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Steven N. Becker, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts the obligations imposed pursuant to Section 607.0501 of the Florida General Corporation Act.


Steven N. Becker