

K87903

MARY A, INC.

280 LONGWOOD HILLS RD
LONGWOOD FL 32750

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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| NEW FILINGS | |
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| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

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| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 27 AM 9:24

merger

78 5/27/98

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

MARY. A. INC., a FL corp., P96000075245

INTO

LONGWOOD HILLS LANDSCAPING COMPANY, INC., a Florida corporation,
K87903

File date: May 27, 1998

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

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ARTICLE I - NAMES

98 MAY 27 AM 9:24

The Plan of Merger is as follows:

The names of the merging corporations are MARY A. INC. and LONGWOOD HILLS LANDSCAPING COMPANY, INC.

The name of the surviving corporation shall be LONGWOOD HILLS LANDSCAPING COMPANY, INC.

ARTICLE II - EXCHANGE OF SHARES

LONGWOOD HILLS LANDSCAPING COMPANY, INC. - the surviving corporation - through an exchange of shares, shall acquire all the assets of MARY A. INC. The basis of the exchange shall be 1 share of stock in LONGWOOD HILLS LANDSCAPING COMPANY, INC. for each share of stock in MARY A. INC.

LONGWOOD HILLS LANDSCAPING COMPANY, INC. - the surviving corporation - shall assume all the obligations and liabilities of MARY A. INC.

ARTICLE III - EFFECTIVE DATE

The effective date of the merger shall be January 1, 1998

ARTICLE IV - APPROVAL

The Articles of Merger were approved by the shareholders of both corporations. The number of votes cast was sufficient for approval.

ARTICLE V - DATE OF ADOPTION

The merger was approved by the shareholders of MARY A. INC. on December 23, 1997.

The merger was approved by the shareholders of LONGWOOD HILLS LANDSCAPING COMPANY, INC. on December 23, 1997.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Merger under the laws of the State of Florida this 19th day of May, 1998.

FOR: MARY A. INC.


Maryam Afshari President

FOR: LONGWOOD HILLS LANDSCAPING COMPANY, INC.


Maryam Afshari President

MINUTES OF SPECIAL MEETING
OF BOARD OF DIRECTORS OF
FUTURE MAKERS, INC

A special meeting of the Board of Directors of Future Makers, Inc. was held at 280 Longwood Hills Road, Longwood, Seminole County, Florida on December 23, 1997 at 10:00 a.m. Present were:

Maryam Afshari
Barrie Masters

President
Vice-President

The President called the meeting to order.

Minutes of the preceding meeting of the Board were read and adopted by vote of all present.

On motion duly made and seconded, and after due deliberation, the following resolutions were voted upon:

RESOLVED: that the name of the Corporation be changed from FUTURE MAKERS, INC. to LONGWOOD HILLS LANDSCAPING COMPANY, INC. effective January 1, 1998.

RESOLVED: that LONGWOOD HILLS LANDSCAPING COMPANY, INC. acquire, in exchange for 100 shares of LONGWOOD HILLS LANDSCAPING COMPANY stock, all the outstanding shares of MARY, A. INC. and that the operation of the companies be merged.

RESOLVED, those subsequent to the merger with LONGWOOD HILLS LANDSCAPING COMPANY, INC., MARY, A. INC. cease to operate as a Florida Corporation.

RESOLVED: that Barrie Masters be nominated and elected to serve as SECRETARY until the next annual meeting of the Board of Directors.

RESOLVED: that the officers of the corporation shall have the following duties:

President, Chief Operating Officer (COO)
Vice President, Chief Financial Officer (CFO)
Registered Agent
Tax Matters Person (TMP)

Maryam Afshari
Barrie Masters
Barrie Masters
Barrie Masters

A vote was taken which showed all in favor of the motion, none opposed, the motion therefore carried.

There being no further business, a motion was duly made and carried that the meeting be adjourned.

I, Barrie Masters, do hereby certify that I am the duly elected and qualified Secretary and the keeper of the records and corporate seal of a corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of the resolutions duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with law and the Bylaws of said Corporation on the 23d day of December, 1997 and that the resolutions are now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and caused the corporate seal of said Corporation to be hereunto affixed, this 24th day of December 1997.



Barrie P. Masters, Secretary

MINUTES OF SPECIAL MEETING
OF BOARD OF DIRECTORS OF
MARY A. INC

A special meeting of the Board of Directors of Mary A. Inc. was held at 280 Longwood Hills Road, Longwood, Seminole County, Florida on December 23, 1997 at 10:00 a.m. Present were:

Maryam Afshari

President

The President called the meeting to order.

Minutes of the preceding meeting of the Board were read and adopted by vote of all present.

On motion duly made and seconded, and after due deliberation, the following resolutions were voted upon:

RESOLVED: that all the outstanding shares of MARY A. INC. be exchanged for shares of LONGWOOD HILLS LANDSCAPING COMPANY, INC. and that the operation of MARY A. INC. be merged with the operations of LONGWOOD HILLS LANDSCAPING COMPANY, INC.

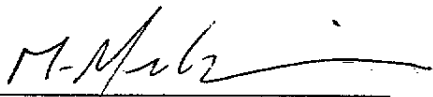
RESOLVED, those subsequent to the merger with LONGWOOD HILLS LANDSCAPING COMPANY, INC., MARY A. INC. cease to operate as a Florida Corporation.

A vote was taken which showed all in favor of the motion, none opposed, the motion therefore carried.

There being no further business, a motion was duly made and carried that the meeting be adjourned.

I, Maryam Afshari, do hereby certify that I am the duly elected and qualified Secretary and the keeper of the records and corporate seal of a corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of the resolutions duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with law and the Bylaws of said Corporation on the 23d day of December, 1997 and that the resolutions are now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and caused the corporate seal of said Corporation to be hereunto affixed, this 24th day of December 1997.



Maryam Afshari, Secretary