

MICHAEL MALISZEWSKI

P.A.

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MICHAEL MALISZEWSKI
CHARLES GEARY, OF COUNSEL

June 14, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700003294527-4

-06/15/00-01082-005
****125.00 ****125.00

SUBJECT: Filing for Articles of Organization for
TropiLawns, LC

Dear Madam/Sir:

Enclosed is an original Articles of Organization and
Registered Agent election for TropiLawns, LC. for filing with your
department together with my office check in the amount of \$250.00
to pay for the filing fees for this matter.

Kindly file these documents and return the confirmation
certificate to my office at your earliest convenience.

Thank you kindly for your assistance.

Very truly,

Michael Maliszewski

Michael Maliszewski, Esq.

/rm
Enclosures

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TALLAHASSEE, FLORIDA

100-7277

Name	GR 6-21
Availability	
Document	
Excluded	
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History	
Verified	
Acknowledgment	
W. P. Vetter	

**ARTICLES OF
ORGANIZATION OF
TropiLawns, LC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME, MAILING AND STREET ADDRESS OF BUSINESS**

The name of the limited liability company shall be TropiLawns, LC , and its mailing address shall be located at P.O. Box 7062, Port St. Lucie, Florida, 34985, in the County of Saint Lucie, State of Florida, and its street address shall be 1786 SW Biltmore Street, Port St. Lucie, Florida, 34984, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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ARTICLE IV MANAGEMENT

This limited liability company shall be managed by four (4) member/managers. The name(s) and address(es) of the person(s) who shall serve until their successor is elected and qualified is as follows:

Gayle L. Moore, 1786 SW Biltmore Street, Port St. Lucie, Florida, 34984;
John S. Purvis, 1786 SW Biltmore Street, Port St. Lucie, Florida, 34984;
Christopher W. Wadsworth, 3040 SW Captiva Court, Palm City, Florida, 34990;
Timothy D. Wadsworth, 3040 SW Captiva Court, Palm City, Florida, 34990.

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent of all members only. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company's business that remains after the payment of the expenses of conducting the business of the limited liability company in the percentages listed below beginning after the date members Christopher W. Wadsworth and Timothy D. Wadsworth make the first capitalized purchase of a fully outfitted truck/rig for a value of not less than \$30,000.00 U.S. (the "Purchase"). Up until the Purchase members Gayle L. Moore and John S. Purvis shall be entitled to all the net profits arising from the operation of the limited liability company's business. Each member shall be entitled to the distributive share of the net profits after the Purchase as specified herein below:

**Gayle L. Moore, 25%,
Christopher W. Wadsworth, 25%,**

**John S. Purvis, 25%,
Timothy D. Wadsworth, 25%.**

The distributive share of the profits shall be determined and paid to the members on

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each year on the anniversary date of the purchase of the capitalized purchase of a fully outfitted truck/rig.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the amounts specified as follows:

Gayle L. Moore, 25%,
Christopher W. Wadsworth, 25%,

John S. Purvis, 25%,
Timothy D. Wadsworth, 25%.

ARTICLE VII DURATION

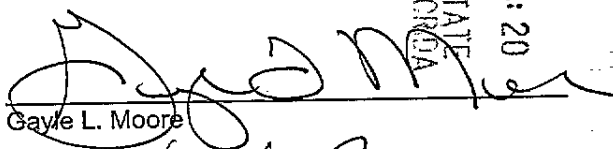
This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

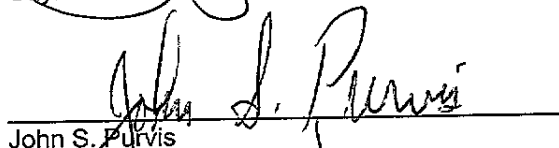
ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

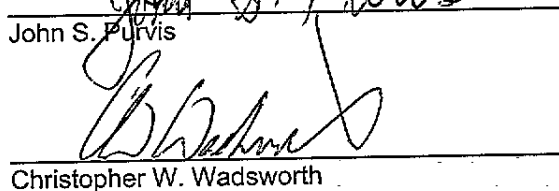
The address of the initial registered office of the limited liability company is 1786 SW Biltmore Street, Port St. Lucie, County of Saint Lucie, State of Florida, 34984, and the name of the company's initial registered agent at that address is Christopher W. Wadsworth.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Tropical Lawns, LLC.

EXECUTED by the undersigned at Stuart, Florida on June 5th, 2000.


Gayle L. Moore


John S. Purvis


Christopher W. Wadsworth

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Timothy D. Wadsworth
Timothy D. Wadsworth

STATE OF Florida)
COUNTY OF Martin) ss:

On this day personally appeared before me, the undersigned authority, Gayle L. Moore, who is [] personally known to me or who [X] produced FL D.L. as identification, and did not take an oath.

WITNESS my hand and official seal in the above-named County and State this 5th day of June, 2000.

(Seal)

NOTARY PUBLIC - STATE OF FLORIDA
MICHAEL MALISZEWSKI
COMMISSION # CC763189
EXPIRES 7/28/2002
BONDED THRU ASA 1-888-NOTARY1

Michael Maliszewski
Notary Public, State of Florida
My Commission Expires: 7/28/2002

STATE OF Florida)
COUNTY OF Martin) ss:

On this day personally appeared before me, the undersigned authority, John S. Purvis, who is [] personally known to me or who [X] produced FL D.L. as identification, and did not take an oath.

WITNESS my hand and official seal in the above-named County and State this 5th day of June, 2000.

(Seal)

NOTARY PUBLIC - STATE OF FLORIDA
MICHAEL MALISZEWSKI
COMMISSION # CC763189
EXPIRES 7/28/2002
BONDED THRU ASA 1-888-NOTARY1

Michael Maliszewski
Notary Public, State of Florida
My Commission Expires: 7/28/2002

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TALLAHASSEE, FLORIDA

STATE OF Florida)
COUNTY OF Martin) ss:

On this day personally appeared before me, the undersigned authority, Christopher W. Wadsworth, who is [] personally known to me or who [X] produced FL D.L. as identification, and did not take an oath.

WITNESS my hand and official seal in the above-named County and State this 5th day of June, 2000.

(Seal)

NOTARY PUBLIC - STATE OF FLORIDA
MICHAEL MALISZEWSKI
COMMISSION # CC763189
EXPIRES 7/28/2002
BONDED THRU ASA 1-888-NOTARY1

Michael Maliszewski
Notary Public, State of Florida
My Commission Expires: 7/28/2002

STATE OF ~~Florida~~ Connecticut ^(LW)
COUNTY OF Hartford } ss:

On this day personally appeared before me, the undersigned authority, Timothy D. Wadsworth, who is [] personally known to me or who ~~X~~ produced CT Driver's License identification, and did not take an oath.

WITNESS my hand and official seal in the above-named County and State this 9th day of June, 2000.

(Seal)

Timothy D. Wadsworth
Notary Public, State of CT
My Commission Expires: 9/30/2004

IN WITNESS WHEREOF I HEREUNTO SET MY HAND

Timothy D. Wadsworth
NOTARY PUBLIC
DATE COMMISSION EXPIRES: SEPTEMBER 30, 2004



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ACCEPTANCE OF REGISTERED AGENT

FOR

TropiLawns, LC

I, Christopher W. Wadsworth, pursuant to the provisions of Section 608.415 and 608.507, Florida Statutes, having been named to accept service of process, for TropiLawns, LC, a Florida limited liability corporation at the place designated in the foregoing Articles of Organization, hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 5 day of June, 2000.

REGISTERED AGENT:



Christopher W. Wadsworth
1786 SW Biltmore Street
Port St. Lucie, FL 34984

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