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THE DELLUTRI LAW GROUP

A Professional Association

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March 07, 2000

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

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*****78.75 *****78.75

Re: Cutters Corner Lawn Equipment, Inc.

Dear Sirs/Madam:

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

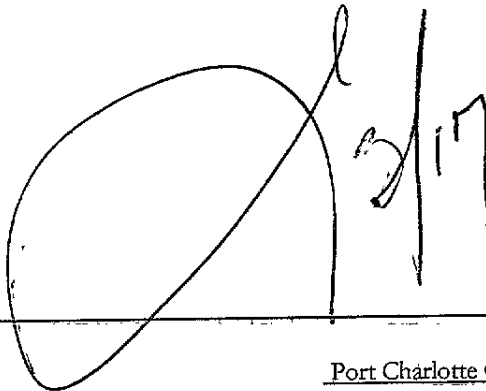
\$70.00
Filing fee

X
\$78.75
Filing fee
& Certificate

If you have any questions, please do not hesitate to contact me.

Sincerely,
The Dellutri Law Group, P.A.

Carmen Dellutri, Esquire
For the Firm



FILED
00 MAR 10 PM 3:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Naples Office:

5100 Tamiami Trail
Naples, Florida 34103

Port Charlotte Office

4055 Tamiami Trail
Port Charlotte, Florida 33952

ARTICLES OF INCORPORATION
OF
CUTTERS CORNER LAWN EQUIPMENT, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is: CUTTERS CORNER LAWN EQUIPMENT, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are:

603 Leonard Boulevard N. Lehigh Acres, Florida 33917

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is \$1,000.00, all of which shall be common shares. The par value is valued at \$1.00 per share. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are: Agent: Daniel W. Freed

Office: 603 Leonard Boulevard N. Lehigh Acres, Florida 33917

ARTICLE V. INCORPORATORS

The name(s) and address(es) of the incorporator(s) of these articles of incorporation are:

Name: **The Dellutri Law Group, Carmen Dellutri, Esquire**

Address: **1809 Colonial Boulevard Fort Myers Florida, 33907**

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TALLAHASSEE FLORIDA

OPTIONAL PROVISIONS

ARTICLE VI-INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

ARTICLE VII-PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

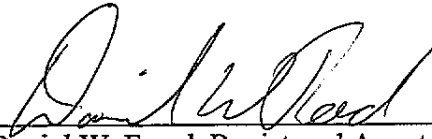
This right shall be deemed waived by any shareholder who does not exercise it and pay of the shares preempted within thirty (30) days after receipt of the written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise the preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE VIII-OFFICERS/DIRECTORS

The name(s) and address(es) of the officers and director(s) of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Lori A. Freed, President</u>	<u>3911 SE 10th Avenue Cape Coral, Florida 33904</u>
<u>Daniel W. Freed, Vice President</u>	<u>3911 SE 10th Avenue Cape Coral, Florida 33904</u>
<u>Daniel W. Freed, Secretary</u>	<u>3911 SE 10th Avenue Cape Coral, Florida 33904</u>
<u>Lori A. Freed, Treasurer</u>	<u>3911 SE 10th Avenue Cape Coral, Florida 33904</u>

The Undersigned have executed these articles of incorporation on March 7, 2000.



Daniel W. Freed, Registered Agent

Carmen Dellutri, Esquire, Incorporator

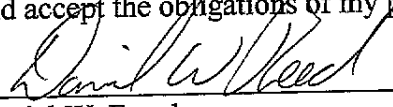
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Corporation is: **Cutters Corner Lawn Equipment, Inc.**
2. The name and address of the registered agent and office is:

Daniel W. Freed
603 Leonard Boulevard N
Lehigh Acres, Florida 33971

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Daniel W. Freed

3/7/00
Date

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00 MAR 10 PM 3:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA