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J. DAVID POBJECKY P.A.

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J. DAVID POBJECKY  
BOARD CERTIFIED TAX LAWYER

AREA CODE 863  
PHONE 294-0602  
FAX ON REQUEST  
FILED  
00 MAR 14 PM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 10, 2000

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

RE: Trees America USA, Inc.

500003167785--4  
-03/14/00--01006--009  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

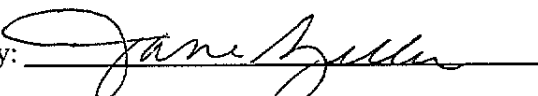
Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced Corporation. Also enclosed is a check in the amount of \$122.50 for filing. Please return a certified copy of the Articles to our office.

Thank you.

Sincerely,

J. DAVID POBJECKY, P.A.

By:   
Jane Zeller, Legal Assistant

/jaz

Enclosures

Enclosed please find original and one copy of Articles of Incorporation of Action Automobile Sales of Polk County, Inc., together with our check in the amount of \$122.50. Please return a certified copy of the Articles of Incorporation to our office.

3/21

ARTICLES OF INCORPORATION  
OF  
TREES AMERICA USA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby certify that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of said corporation.

ARTICLE I

NAME

The name of this Corporation shall be TREES AMERICA USA, INC., and its principal place of business shall be in the City of Lakeland, County of Polk, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted in which the corporation is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said corporation, shall be as follows:

1. To engage in all phases of business as 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 hereinbefore set forth 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 corporation is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, or in any manner dispose of

the rights and property so acquired.

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 thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.

5. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated herein 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 such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations 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 herein set forth, 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.

7. 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 corporation, and statements contained in each clause shall, except as otherwise expressed, be in no wise 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 herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

ARTICLE III  
CAPITAL STRUCTURE

The capital stock of this Corporation shall be composed of Seven Thousand, Five Hundred (7,500) shares of common stock with One Dollar (\$1.00) par value per share. The capital stock shall be sold, assigned, issued, and transferred only in accordance with the By-Laws of the corporation as the corporation may from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same to the corporation and which shall be a lien thereon superior to all other liens and claims of every character and all assignments or transfers of stock of this corporation shall be subject thereto.

ARTICLE IV  
CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation. This article may be amended from time to time in the By-Laws of the corporation by a majority vote of the Board of Directors of the corporation.

ARTICLE V  
EXISTENCE

This corporation shall have perpetual existence unless dissolved in a manner provided by law.

ARTICLE VI  
PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be located in the City of Winter Haven, County of Polk, State of Florida, and the post office address of said principal office of the corporation shall be 5847 Windwood Drive, Lakeland, FL 33813.

ARTICLE VII  
BOARD OF DIRECTORS

The number of directors of the corporation shall be not less than one (1) nor more than five (5).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of each of the directors, subject to the By-Laws, who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steve West	5847 Windwood Drive Lakeland, FL 33813

ARTICLE IX

INITIAL REGISTERED OFFICE

The street address of the initial registered office is 5847 Windwood Drive, Lakeland, FL 33813, and the name of the initial registered agent at that office is Steve West.

ARTICLE X

INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Steve West	5847 Windwood Drive, Lakeland, FL 33813

ARTICLE XI

RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the shareholders in the corporation may not be resold or otherwise transferred to other persons without the written consent by all of the shareholders or unless first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of the corporation.

This Article shall not be interpreted as a restriction on the right of any shareholder to have his/her entire stock holding redeemed by the corporation. All stock certificates issued will be prominently marked "RESTRICTED", with notation made to the Articles of Incorporation and/or By-Laws of the corporation. A subsequent and properly executed Shareholders' Agreement by all the shareholders is deemed to override any provisions herein contrary to such Agreement.

## ARTICLE XII

### GENERAL PROVISIONS

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a stockholder or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

The corporation shall indemnify any and all stockholders or officers, or any person who may have served at its request as a stockholder or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been stockholders or officers, or a stockholder or officer of the corporation, or of such other corporation, except in relation to matters to which any such stockholder or officer or former stockholder or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

In case of a criminal action, suit or proceeding, a conviction of judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed adjudication that such stockholder or officer or person is liable for negligence or misconduct in the performance of his duties, if such stockholder or officer or person was acting in good faith in what he considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal.

In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of stockholders or of any disinterested committee or group of persons to whom the question may be referred by the stockholders, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for

or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

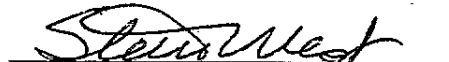
Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders, or otherwise.

### ARTICLE XIII

This corporation shall comply with Section 1244 of the Internal Revenue Service Code of 1954 to the fullest extent possible under the current law and regulation allowed thereunder.

We, the undersigned, being the original subscribers and incorporators of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of TREES AMERICA USA, INC..

WITNESS our hands and seals this 10<sup>th</sup> day of March, 2000.

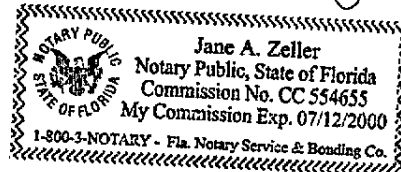
  
Steve West

STATE OF FLORIDA  
COUNTY OF POLK

I HEREBY CERTIFY that on this the 10<sup>th</sup> day of March, 2000, before me personally came Steve West, to me known to be the individuals described in and who executed the within and foregoing Articles of Incorporation or who produced FDL# W230-657-50-129-0 as identification, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Winter Haven, Polk County, Florida, the day and year last above written.

  
Notary

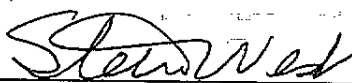


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
OFFICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance  
with said Act:

First -- That TREES AMERICA USA, INC., desiring to organize under the laws of the State  
of Florida with its principal office, as indicated in the Articles of Incorporation at Lakeland, County  
of Polk, State of Florida, has named Steve West located at 5847 Windwood Drive, Lakeland, FL  
33813, County of Polk, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place  
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Steve West, Resident Agent

FILED  
00 MAR 14 PM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA