

Law Office of Steven W. Hair, P.A.



PO0000051759

May 8, 2000

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

800003248948--8
-05/11/00-01036-013
*****78.75 *****78.75

Re: LIVE OAK LANDSCAPE, INC.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy.

I am enclosing our check in the amount of \$78.75 covering the Filing Fee, Certificate Designating Registered Agent and Certified Copy.

Sincerely,

Steven W. Hair

Enclosures

726

Informed client by letter
I added the address of
the incorporation in ART. X.

S. Thompson MAY 26 2000

W-12658



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 15, 2000

STEVEN W. HAIR
2790 SUNSET POINT RD.
CLEARWATER, FL 33759

SUBJECT: LIVE OAK LANDSCAPE, INC.
Ref. Number: W00000012658

We have received your document for LIVE OAK LANDSCAPE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 400A00027184

ARTICLES OF INCORPORATION

OF

LIVE OAK LANDSCAPE AND LAWN SERVICE, INC.

FILED
00 MAY 25 AM 10:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I: NAME

The name of this corporation shall be LIVE OAK LANDSCAPE AND LAWN SERVICE, INC.

ARTICLE II: DURATION

This Corporation shall have perpetual existence and same shall commence its corporate existence at the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III: PURPOSE

The general purpose of which this Corporation is organized includes the transaction of any or all lawful businesses for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV: GENERAL POWERS

This Corporation shall have the following corporate powers, to-wit:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property of any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(d) To lend money to and use its credit to assist its officers and employees in accordance with Sec. 607.141, F.S..

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in or obligations of the United States, or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledged of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this State.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws not inconsistent with its Articles of Incorporation or with the laws of this State for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and

employees and for any or all of the directors, officers, and employees of its subsidiaries.

(n) To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(o) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE V: SHARES OF STOCK

The aggregate number of shares which this Corporation shall have authority to issue shall be ONE-HUNDRED shares of common class only with a par value of One and 00/100 dollar (\$1.00) per share. Each holder of common stock in this Corporation shall be entitled to one vote for each share of common stock held by him or her.

ARTICLE VI: PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares in said corporation.

ARTICLE VII: REGISTERED OFFICE

The street address of the Corporation's initial registered office is as follows: 1921 Montego Ct., Oldsmar, FL 34677.

ARTICLE VIII: REGISTERED AGENT

The name of the Corporation's initial registered agent at the above-mentioned address is as follows: Russell H. Worley.

ARTICLE IX: BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of one or more members, and the exact number thereof to be fixed by the bylaws of said Corporation. The initial Board of Directors shall consist of two members, whose names are as follows, to-wit: Russell H. Worley and Louisa M. Worley. Said members of the initial Board of Directors shall hold office until the first annual meeting of the shareholders, and until their successor shall have been elected and qualified, or until their earlier resignation, removal from office or death, whichever shall first occur.


ARTICLE X: INCORPORATORS

The following person shall act as the incorporator of LIVE OAK LANDSCAPE AND LAWN SERVICE, INC., by signing and delivering, or causing to be delivered, said Articles of Incorporation, in duplicate, to the Department of State of the State of Florida: Russell H. Worley 1921 Montego Ct., Oldsmar, FL 34677.

ARTICLE XI: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors. Bylaws adopted by the Board of Directors may be repealed or changed, and new bylaws may be adopted by the shareholders, and the shareholders may prescribe in any bylaw made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 18th day of May, 2000, for the purpose of forming this Corporation under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of State, State of Florida, this Certificate of Incorporation, and certify that the facts herein stated are true.



Russell H. Worley, Incorporator

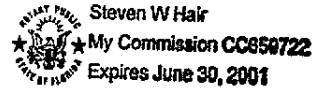
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, this day personally appeared Russell H. Worley, who is personally known to me or who produced Florida Driver's License as identification, and executed the foregoing Articles of Incorporation of LIVE OAK LANDSCAPE AND LAWN SERVICE, INC., and he acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal this 18th day of May, 2000.



NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT LIVE OAK LANDSCAPE AND LAWN SERVICE, INC., DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT 1921 MONTEGO CT., OLDSMAR, FL
34677 HAS NAMED RUSSELL H. WORLEY LOCATED AT SAID ADDRESS, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

TITLE

DATE

Incorporator

5/18/00

ACCEPTANCE

FILED
00 MAY 25 AM 10:28
TALLAHASSEE FLORIDA
SECRETARY OF STATE

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPON-
SIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

SIGNATURE

DATE

Russell H. Worley

5/18/00