

P00000052163

May 12, 2000

FLORIDA DEPARTMENT OF STATE  
Division of Corporation

**Reference:** ROBERTO NODARSE  
720 W. 73 PL.  
HIALEAH, FL: 33014  
SUBJECT: ROBERT'S LANDSCAPING CREATIONS, INC.  
REF. NUMBER: W00000011448

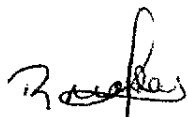
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The reason of this letter it is to inform you that the address and the telephone number of the business is:

720 W. 73 PL.  
Hialeah, Fl: 33014  
Ph#: 305-819-4204

FILED  
2000 MAY 30 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Sincerely,

  
Roberto Nodarse

BC

ARTICLES OF INCORPORATION  
OF  
*Robert's Landscaping Creations, Inc.*

FILED  
2000 MAY 30 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is *Robert's Landscaping Creations, Inc.*

ARTICLE II  
TERM OF CORPORATE EXISTENCE

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III  
PURPOSE

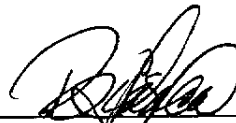
The purposes for which the Corporation is organized are:  
To *landscape, tree service, lawns* and to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV  
AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1, 000 shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V  
INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is *720 West 73 Pl. Hialeah, Fl: 33014 Ph#:305-819-4204* and the name of the initial registered is *Bianca Domingo* whose address is *720 West 73 Pl. Hialeah, Fl: 33014* Having been named to accept service of process for the above stated corporation, at place designated in these Article of Incorporation. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Bianca Domingo

ARTICLE VI  
NUMBER OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of one or more members; the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of one (1) Director.

ARTICLE VII  
INITIAL INCORPORATOR

The name and address of the initial incorporator is as follows:

NAME  
*Roberto Nodarse*

ADDRESS  
*720 West 73 Pl.  
Hialeah, Fl: 33014  
305-819-4204*

ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who shall serve as Directors until the First Annual Meeting of Shareholders, and thereafter, or until their successors have been elected and qualified are as follow:

NAME  
*Roberto Nodarse*

ADDRESS  
*720 West 73 Pl.  
Hialeah, Fl: 33014  
305-819-4204*

ARTICLE IX  
BY-LAWS

The Board of Directors shall adopt By-Laws for this corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By-Laws.

ARTICLE X  
INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. The corporation shall indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigation, other than one by or in the right of this corporation to procure a judgement in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of this corporation, or in his capacity as director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he has served at the request of this corporation, against judgements, fines, amounts paid in settlement and reasonable attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of this corporation, and in criminal action or proceeding, without reasonable grounds for belief that such action was unlawful. The termination of such action, suit or proceeding, by judgement, order, settlement, conviction or upon plea, of nolo contendere or its equivalent, shall not in itself create presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of this corporation to procure a judgement in its favor by reason of his being or having been a director or officer of this corporation, partnership, joint venture, trust or other enterprise which he served at the request of this corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the Court, administrative agency, or investigation body before which such action, suit proceeding in held shall determine upon application, that despite the adjudication of liability but in view of all circumstances of the case, such expenses which tribunal shall deem proper.

2. Any indemnification under Section (1) shall be made by the corporation only as authorized in the specific case upon a determination that the amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum I not obtainable, or even if obtainable, a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of this corporation to indemnify under applicable law.

#### ARTICLE XI AMENDMENT

The Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon stockholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Article of Incorporation at Miami Dade County, Florida, on this 19 day of April, 2000.

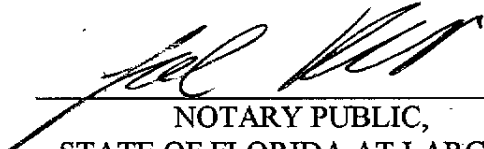


Roberto Nodarse

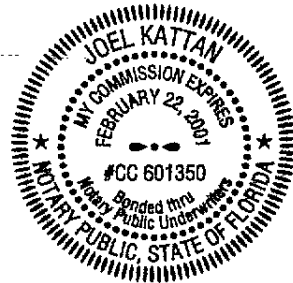
(SEAL)

STATE OF FLORIDA    )  
                              ) SS  
COUNTY OF DADE     )

I HEREBY CERTIFY that on the day and year above written, personally appeared before me and personally known to me, the undersigned authority, Roberto Nodarse, to me well known to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

  
\_\_\_\_\_  
NOTARY PUBLIC,  
STATE OF FLORIDA AT LARGE

My Commission Expires:



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2000 MAY 30 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA