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MURPHY FINANCIAL SERVICES, INC.  
200 S. HARBOR CITY BLVD, FIFTH FLOOR  
MELBOURNE, FLORIDA 32901  
(321) 733-1040 FACSIMILE (321) 733-7014

May 11, 2000

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

700003270467--1  
-05/30/00--01096--003  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for **M&M Landscaping, Inc.** along with a check in the amount of \$122.50 to cover the filing fees.

Would you please forward the Articles to the following address:

Murphy Financial Services, Inc.  
200 S. Harbor City Blvd, Fifth Floor  
Melbourne, FL 32901

If you have any questions or need additional information, please do not hesitate to contact me at (321) 733-1040.

Very truly yours,



Michael S. Gemmell

Enclosure

FILED  
00 MAY 30 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN JUN - 7 2000

**ARTICLES OF INCORPORATION  
OF  
M&M LANDSCAPING, INC.**

**FILED**  
00 MAY 30 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.*

**ARTICLE I  
NAME**

*The name of this corporation is M&M LANDSCAPING, INC.*

**ARTICLE II  
NATURE OF PROFESSIONAL BUSINESS**

*This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, country, territory or nation.*

**ARTICLE III  
CAPITAL STOCK**

*The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having a par value of \$1.00 per share.*

**ARTICLE IV  
ADDRESS**

*The street address of the initial registered office of the corporation shall be: 9025 Manchester Lane, West Melbourne, FL 32904 and the name of the initial Registered Agent for the corporation at that address is: Mark Martin.*

**ARTICLE V**  
**SPECIAL PROVISIONS**

*The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.*

**ARTICLE VI**  
**TERMS OF EXISTENCE**

*This corporation shall exist perpetually.*

**ARTICLE VII**  
**LIMITATION OF LIABILITY**

*Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.*

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**ARTICLE VIII**  
**SELF DEALING**

*No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any corporation, and any director or directors, individually or jointly, may be a party to, or may be interested in such contract, act or transaction, or in any way connected with such person or persons firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation. This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:*

*Mark Martin*

**ARTICLE IX**  
**INCORPORATOR**

*The name and address of the incorporator is:*

*Mark Martin  
9025 Manchester Lane  
West Melbourne, FL 32904*


**STATE OF FLORIDA**  
**COUNTY OF BREVARD**

*I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid, personally appeared Mark Martin to me known and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these articles of Incorporation.*

*IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid this 23<sup>rd</sup> day of May 2000.*



*Mark Martin*  
*Incorporator*

  
*Notary Public, State of Florida*

*My Commission Expires:*



Anna Marie Peek  
Commission # G0 894764  
Expires Jan. 23, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

**DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT**

*The following is submitted in compliance with the laws of the State of FLORIDA.*

*M&M LANDSCAPING, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at:*

*9025 Manchester Lane  
West Melbourne, FL 32904*

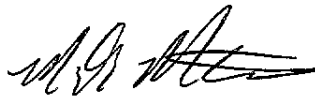
*has named:*

*Mark Martin  
9025 Manchester Lane  
West Melbourne, FL 32904*

ACCEPTANCE

FILED  
00 MAY 30 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

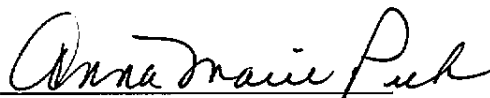
I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.



Registered Agent:

BEFORE ME, the undersigned authority, this day appeared Mark Martin, at 200 S. Harbor City Blvd. Fifth Floor, Melbourne, FL 32901, County of Brevard, State of Florida, who is personally known to me or who showed \_\_\_\_\_ as identification and who did/did not take an oath and who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 23<sup>rd</sup> day of May 2000.



Notary Public, State of Florida

My Commission Expires:



Anna Marie Peek  
Commission # CG 894764  
Expires Jan. 23, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.