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May 26, 2000

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

FILED
00 MAY 30 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Filing of Articles of Incorporation

Dear Sir:

Please find enclosed the Articles of Corporation for Outdoor Room Design, Inc. and a check for the filing fee of \$78.75. Please file the Articles and return the certified copy to the address above.

Should you have any questions, you can reach me at the telephone number listed above.
Thank you for your time and attention in this matter.

Sincerely,


Beth Harlan

gx 6/8

**ARTICLES OF INCORPORATION
OF
OUTDOOR ROOM DESIGN, INC.**

The undersigned hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the corporation is OUTDOOR ROOM DESIGN, INC. The initial principal office and mailing address of the corporation shall be 2129 Benford Avenue, Lakeland, Florida 33803.

**ARTICLE II
DURATION**

The period of time of duration of this corporation shall be perpetual.

**ARTICLE III
NATURE OF BUSINESS**

The purposes for which this corporation is organized are:

- (A). To engage in interior and exterior landscape planing and design;
- (B). To own real and personal property necessary for the rendering of the foregoing goods and services;
- (C). To invest in real estate, mortgages, stocks, bonds, or any other type of investment; and
- (D). To engage in any activity or business permitted pursuant to the laws of the State of Florida.

**ARTICLE IV
POWERS**

The corporation shall have all powers conferred by the laws of the State of Florida upon corporations, including but not limited to, the power:

- (A). To have perpetual succession by its corporate name.
- (B). To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

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- (C). 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 manner reproduced;
- (D). To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated and 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;
- (E). To lend money to and use its credit to assist its officer and employees to the full extent permitted by law;
- (F). 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, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- (G). 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 pledge of all or any of its property, franchises, and income;
- (H). 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;
- (I). To conduct its business, carry on its operations, and have offices and exercise the powers granted by the State of Florida within or without this State;
- (J). To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
- (K). To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.
- (L). To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (M). To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (N). 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 and all of the directors, officers, and employees of its subsidiaries;

- (O). To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his /her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- (P). To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise; and
- (Q). To have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE V **CAPITAL STOCK**

The corporation is authorized to issue ten thousand (10,000) shares of common voting stock having a par value of one dollar (\$1.00) per share. All or any part of the capital stock may be paid for in case, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VI **BYLAWS**

- (A). The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to voter thereon, or a new bylaw in lieu thereof may be adopted by such vote.
- (B). The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE VII **BOARD OF DIRECTORS**

The corporation shall initially have one (1) directors. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from

office at any time with or without cause.

ARTICLE VIII
CURRENT DIRECTORS

The name and street address of the current director of this corporation, who shall serve until their successors are duly elected and qualified, shall be:

Pamela A. Page
2129 Benford Avenue
Lakeland, Florida 33803

ARTICLE IX
INCORPORATOR

The name and street address of the incorporators of this corporation shall be:

Pamela A. Page
2129 Benford Avenue
Lakeland, Florida 33803

ARTICLE X
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 500 South Florida Avenue, Suite 200,. Lakeland, Florida 33801 and the name of the initial registered agent at such address is Beth Harlan.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director officer is or was a director or officer of the Corporation against reasonable attorney's fees or expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee, or agent, as the case may be, is permissible in the circumstances, because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney's fees and expenses for directors, officer, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request which a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of any foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other

enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The corporation may also pay or reimburse for the reasonable attorney's fees and expenses incurred by a director, officer, employee or agent of the corporation who is a party to a proceeding in advance of final disposition of the proceeding. The corporation may also purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the corporation, whether or not the Corporation would have the power to indemnify the individual(s) against the same claims under law. All references in these Articles of Incorporations are deemed to include any amendments or successors thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney's fees or expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provision regarding indemnification shall be held invalid as contrary to law or public policy, it shall be severable and the provision remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XII **SUBCHAPTER S CORPORATION**

The Corporation may elect to be taxed as an S corporation, as provided in Sub-Chapter S of the Internal Revenue code of 1986, as amended. The shareholders of this Corporation may elect, and if elected, shall continue such election to be an S corporation, unless the shareholders of the corporation unanimously agree otherwise in writing. After the Corporation has elected to be an S corporation, none of the shareholders of the Corporation, without the written consent of all of the shareholders shall take any action, or make any transfer or other disposition of the shares of stock in the Corporation which will result in the termination or revocation of such election to be an S corporation. Once the Corporation has elected to be an S corporation, each share of stock issued by the corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE XIII **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

The undersigned incorporators have executed these Articles of Incorporation this _____ day of May, 2000.

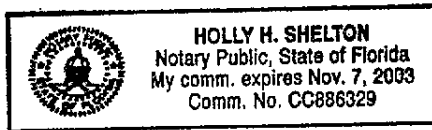
Signature of Incorporators

Pamela A. Page
Pamela A. Page, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF POLK)

BEFORE ME, the undersigned authority, this 26 day of May, 2000, personally appeared Pamela A. Page who produced drivers license number Personally Known and who acknowledged to me that they executed the foregoing Articles of Incorporation of Outdoor Room Design, Inc.



Holly Shelton
Notary Public, State of Florida

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES 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:

Outdoor Room Design, Inc.

2. The name of the registered agent and office is:

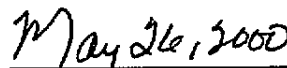
Beth Harlan
500 South Florida Avenue, Suite 200
Lakeland, Florida 33801

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I have 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.



Signature


Date