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LAW OFFICES OF  
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August 17, 2000

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-08/18/00--01051--008  
\*\*\*\*122.50 \*\*\*\*78.75

Sent Via UPS Overnight

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Attention: New Filing Section

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 19 AM 11:06

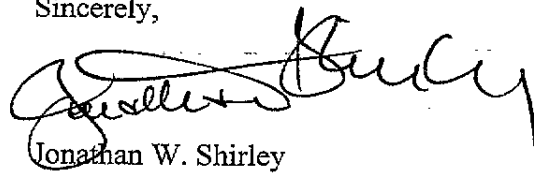
Re: Articles of Incorporation of Winter Park Landscape Management, Inc.

Gentlemen:

Enclosed are two original copies of the Articles of Incorporation of Winter Park Landscape Management, Inc., together with our firm's check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) in payment of the Thirty-Five Dollars (\$35.00) filing fee, Thirty-Five Dollars (\$35.00) fee for designation of registered agent and Fifty-Two Dollars and Fifty Cents (\$52.50) certified copy fee. Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

If you have any questions, please contact me.

Sincerely,

  
Jonathan W. Shirley

JWS/lp  
Enclosures

ga 8/21/00

EFFECTIVE DATE

8/17/00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION  
OF  
WINTER PARK LANDSCAPE MANAGEMENT, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be WINTER PARK LANDSCAPE MANAGEMENT, INC.

**ARTICLE II - DATE OF EXISTENCE**

This Corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 2240 Lafayette Avenue, Winter Park, Florida, 32789.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 171 Circle Drive, Maitland, Florida, 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent

of this Corporation at that address is Jonathan W. Shirley. The Board of Directors may from time to time designate a new registered agent.

#### **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Name

Address

Norman Gaulding

2240 Lafayette Avenue  
Winter Park, Florida 32789

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

- A. The initial number of directors of this Corporation shall be one (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

Name

Address

Norman Gaulding

2240 Lafayette Avenue  
Winter Park, Florida 32789

#### **ARTICLE VIII - INDEMNIFICATION**

This Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

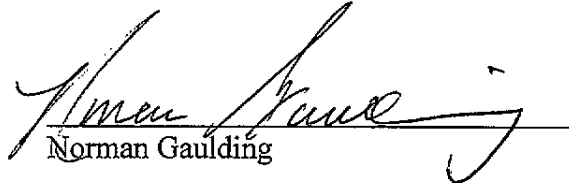
**ARTICLE IX - STOCK RESTRICTION AGREEMENTS**

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Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections §607.0731 and §607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections §607.0731 and §607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Orange County, Florida, this 17<sup>th</sup> day of August, 2000.

  
Norman Gaulding

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section §607.0505 of the Florida Statutes.

Signature

  
Jonathan W. Shirley

Date:

August 17, 2000