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**A & K Tax and Financial Service, Inc.**

401 Fourth Street - Merritt Island FL 32953

Phone: 407)459-3210 Fax: 407)459-9472

Edith Ann Shroll, EA

*Enrolled to represent taxpayers before Internal Revenue Service*

00 SEP 18 PM 1:45

Kenneth L. Shroll, EA  
TALLAHASSEE, FLORIDA

September 15, 2000

EFFECTIVE DATE

10/01/00

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

000003396240--8  
-09/18/00--01089--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Re: Southern Earthscapes, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee and Certificate for this corporation.

Please mail papers to:

Todd Keller  
C/of A & K Tax and Financial Service, Inc.  
401 Fourth Street  
Merritt Island FL 32953

Thank you.

Yours truly,

E Ann Shroll, EA

E. Ann Shroll, EA

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00 SEP 18 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures: check \$78.75  
Articles of Incorporation

PA 9/19/00

## ARTICLES OF INCORPORATION

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00 SEP 18 PM 1:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

### ARTICLE I NAME

The name of the corporation shall be:

**SOUTHERN EARTHSCAPES, INC.**

EFFECTIVE DATE

10/01/00

### ARTICLE II DURATION

This corporation shall have a perpetual existence commencing on October 1, 2000

### ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Southern Earthscapes, Inc.  
C/of Todd Keller  
4040 Nature Lane  
Cocoa FL 32926

### ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares

Par value shall be \$1.00 per share.

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## **ARTICLE V VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

## **ARTICLE VI PURPOSE**

The purpose of the corporation is to be for clearing of land, removal of debris, earthmoving and preparing land for construction or landscaping.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida.

## **ARTICLE VII BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders. The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

## **ARTICLE VIII COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

## **ARTICLE IX AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto as provided by applicable law, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE X I.R.C. SECTION 1244 STOCK**

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

## **ARTICLE XI SUBCHAPTER "S" ELECTION**

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

## **ARTICLE XII INITIAL REGISTERED AGENT**

The name and address of the initial registered agent is:

Todd Keller  
4040 Nature Lane  
Cocoa FL 32926

## **ARTICLE XIII INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Todd Keller  
4040 Nature Lane  
Cocoa FL 32926

Eric Knight  
2020 Rollins Drive  
Cocoa FL 32922

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 15<sup>th</sup> day of September 2000

Todd A. Keller

Eric Knight

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00 SEP 18 PM 1:45

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, 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:

SOUTHERN EARTHSCAPES, INC.

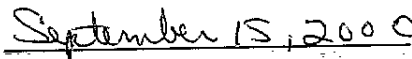
2. The name and address of the registered agent and office is:

Todd Keller  
Southern Earthscapes, Inc.  
4040 Nature Lane  
Cocoa FL 32926

Having 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