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ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

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WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS  
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RICHARD PALADINO  
ALLISON B. ROGERS

December 19, 2000

TELEPHONE (561) 655-8980  
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FILED  
00 DEC 21 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, FL 32399

In re: Andres Services, Inc.

500003511085--2  
-12/22/00--01006--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation for Andres Services, Inc. I would appreciate it if you would please file the original Articles of Incorporation in your office. After the Articles have been filed, the copy of the Articles should then be certified. The certified copy of the Articles should then be mailed to my office.

You will also find enclosed our firm's check in the amount of \$78.75, in payment of the following fees:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy Fee	<u>8.75</u>
Total	<u>\$78.75</u>

If you have any questions or should require additional information, please give me a call at your convenience.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO

*Christine G. Ruffini*

Christine G. Ruffini  
Legal Assistant

/cr

Enclosures

cc: Jacqueline Andres.

*[Handwritten signature]*  
1-2-01

ARTICLES OF INCORPORATION  
OF  
ANDRES SERVICES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is ANDRES SERVICES, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation is 725 Lighthouse Drive, North Palm Beach, Florida 33408.

ARTICLE III - DURATION

This Corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State's office.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of providing bookkeeping and lawn maintenance services and transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE V - CAPITAL STOCK

The Corporation shall have the authority to issue Ten Thousand (10,000) shares of common stock, each having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 725 Lighthouse Drive, North Palm Beach, Florida 33408, and the name of the initial registered agent of this Corporation at that address is JACQUELINE S. ANDRES.

ARTICLE VII - BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

ANDRES SERVICES, INC.  
725 Lighthouse Drive  
North Palm Beach, Florida 33408

ARTICLE VIII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

JACQUELINE S. ANDRES  
725 Lighthouse Drive  
North Palm Beach, Florida 33408

ARTICLE IX - OFFICERS

The following named person shall be the officers of this Corporation from its inception and until his successors are duly elected and qualified:

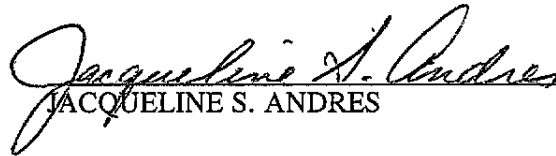
President/Secretary: JACQUELINE S. ANDRES

ARTICLE X - INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons

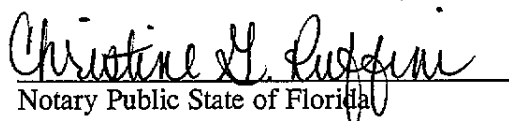
whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

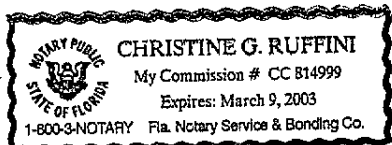
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 day of December, 2000.

  
JACQUELINE S. ANDRES

STATE OF FLORIDA            )  
  )  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me, this 19<sup>th</sup> day of December, 2000, by JACQUELINE S. ANDRES, who is personally known to me.

  
Notary Public State of Florida



[NOTARIAL SEAL]

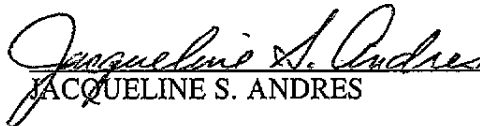
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, ANDRES SERVICES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of West Palm Beach, County of Palm Beach, State of Florida, has named JACQUELINE S. ANDRES whose address is 725 Lighthouse Drive, North Palm Beach, Florida 33408, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named as the registered agent for the above state Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping said office open.

Dated: December 19<sup>th</sup>, 2000

  
JACQUELINE S. ANDRES

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