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DIVISION OF CORPORATIONS
01 JAN 22 PM 1:50

ACCOUNT NO. : 072100000032

REFERENCE : 972139 82082A

AUTHORIZATION :

Patricia Fritts

COST LIMIT : \$ 70.00

ORDER DATE : January 22, 2001

ORDER TIME : 10:26 AM

ORDER NO. : 972139-005

CUSTOMER NO: 82082A

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CUSTOMER: Robert P. Fritts, Esq
Robert P. Fritts, P.a.

5700 Lake Worth Road
Suite 105
Lake Worth, FL 33463

DOMESTIC FILING

NAME: WINTER O'RYAN LAWN SERVICES
BY WILLIAM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
[Signature]

ARTICLES OF INCORPORATION

OF

WINTER O'RYAN LAWN SERVICES BY WILLIAM, INC.

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ARTICLE I. CORPORATE NAME

The name of this corporation is WINTER O'RYAN LAWN SERVICES BY WILLIAM, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand shares of common stock having a par value of \$1.00.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

WILLIAM WINTER
3415 Housatonic Drive
West Palm Beach, FL 33406

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be:

3415 Housatonic Drive
West Palm Beach, FL 33406

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his/her street address is:

WILLIAM WINTER
3415 Housatonic Drive
West Palm Beach, FL 33406

The person named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever comes first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

WILLIAM WINTER
3415 Housatonic Drive
West Palm Beach, FL 33406

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 1st day of January, A.D., 2001.


WILLIAM WINTER

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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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: WINTER O'RYAN LAWN SERVICES BY WILLIAM, INC.
2. The name and address of the registered agent and office is:

WILLIAM WINTER
3415 Housatonic Drive
West Palm Beach, FL 33406

SIGNATURE

(corporate officer)

TITLE

DATE

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