

PD1000030934

MENDOZA AND CALLAS

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING A PROFESSIONAL ASSOCIATION

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P.O. BOX 2715

PALM BEACH, FLORIDA 33480

FRANKLIN G. CALLAS

MARIO G. DE MENDOZA, III, P.A.

TELEPHONE (561) 659-1111

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E-MAIL: pblaw@flips.net

March 21, 2001

VIA FEDERAL EXPRESS TO:

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

600003893356--4
-03/23/01--01004--006
*****78.75 *****78.75

RE: ENVIRONMENTAL DESIGN SOUTH, INC.
Our File No. 3899.39

Dear sir or madam:

Enclosed herewith to be filed with your office, please find the Articles of Incorporation and Resident Agent form for the captioned entity. Also enclosed herewith please find a check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Resident Agent Form	\$ 35.00
Certified Copy of the Articles of Incorporation	\$ 8.75

TOTAL: \$ 78.75

Thank you for your cooperation in this matter.

Sincerely,


Mario G. de Mendoza, III

MGMIII/hr
Enclosures

FILED
2001 MAR 22 AM 9:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3/27/01

MGMIII:hr
3899.39
3/16/01

EFFECTIVE DATE

3/16/01

FILED

2001 MAR 22 AM 9:36

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

ENVIRONMENTAL DESIGN SOUTH, INC.

Article I - Name

The name of this corporation is ENVIRONMENTAL DESIGN SOUTH, INC.

Article II - Duration

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value non-assessable stock.

Article V - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article VI - Initial Registered Office & Agent

The street address of the initial registered office and the principal place of business of this corporation is 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480. The name of the initial registered agent of this corporation at that address is Mario G. de Mendoza, III, Esquire.

Article VII - Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but never be less than one (1). The name of the initial director of this corporation is:

Karen A. Bentz

Article VIII - Incorporator

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

Karen F. Bentz
1280 North Congress Avenue, Suite 215
West Palm Beach, Florida 33409

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of March, 2001.

Karen F. Bentz

KAREN F. BENTZ
Subscriber

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, appeared **KAREN F. BENTZ**, who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 16th day of March, 2001.



Donna M. Scully
MY COMMISSION # CC676090 EXPIRES
August 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Donna M. Scully

Notary Public

(NOTARY SEAL)

Commission No.: _____
Commission Expires: _____

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3899.39
3/16/01

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BE
SERVED

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST THAT: **ENVIRONMENTAL DESIGN SOUTH, INC.**, desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business at Town of Palm
Beach, State of Florida, has named Mario G. de Mendoza, III, Esq., located at 251 Royal
Palm Way, Suite 602, Palm Beach, Florida 33480, as its agent to accept service of
process within Florida.

ENVIRONMENTAL DESIGN SOUTH, INC.

SIGNATURE:


Karen F. Bentz

TITLE: Director

DATE:

March 16, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:


Mario G. de Mendoza, III

DATE:

March 21, 2001

FILED
2001 MAR 22 AM 9:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA