

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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FILED

01 MAY 29 PM 1:50

TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

Woody's Lawn Service, Inc.

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

☒ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search **J. BRYAN MAY 29 2001**

____ UCC 11 Retrieval _____

____ Courier _____

Signature _____

Requested by: SK

Name

Date 5/29/01

Time 10:15

Walk-In _____

Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
WOODY'S LAWN SERVICE INC.**

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01 MAY 29 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I Name

The name of this corporation shall be WOODY'S LAWN SERVICE INC.

Article II Commencement & Duration

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department Of State. This corporation's duration shall be perpetual.

Article III Purpose

This Corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

Article IV Capital Stock

This corporation shall have the authority to issue 7500 shares of Common Stock, with a par value of \$1.00 per share of common stock.

Article V Preemptive Rights

Every shareholder, upon the sale of cash for this Corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Article VI Transfer Restrictions

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares to this Corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this Corporation at its registered office address, and open for acceptance by this Corporation for a period of fifteen days from the date of the mailing. If this Corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this Corporation shall have the right to purchase any shares of the capital stock of this Corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this Corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

Article VII Initial Board Of Directors

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's By-Laws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Chester Zalinsky
5314 Cortez Ct.
Cape Coral Fl 33904

Article VIII Indemnification

This Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Article IX Principal Office & Initial Registered Office & Agent

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 5314 Cortez Ct., Cape Coral, Fl 33904.

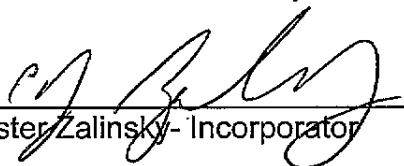
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Chester Zalinsky

Article X Incorporator

The name and address of the individual who will serve as this corporation's incorporator is: Chester Zalinsky 5314 Cortez Ct., Cape Coral, Fl 33904.

Article XI Amendment

This Corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Chester Zalinsky - Incorporator

Certificate of Designation Of Registered Agent And Registered Office

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office agent in the State of Florida.

1. The name of the Corporation is Woody's Lawn Service Inc.
2. The name and address of the registered agent and office of the Corporation is: Chester Zalinsky 5314 Cortez Ct., Cape Coral, FL 33904.

3.
Dated this 25 day of MAY, 2001.

Woody's Lawn Service Inc.

By: _____


Chester Zalinsky
President

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.

Dated this 25 day of MAY, 2001.


Chester Zalinsky
Registered Agent

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TALLAHASSEE, FLORIDA