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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
JOHN MADISON LANDSCAPE, INC.

Certificate of Status	1
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Corporate Filing Menu

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**AMENDED AND RESTATED ARTICLES OF  
INCORPORATION  
FOR A  
FLORIDA PROFIT CORPORATION**

The Articles of Incorporation for John Madison Landscape, Inc. (the "Corporation") were filed on October 1, 2001, and assigned document number P01000096090 (the "Articles of Incorporation").

Pursuant to the provisions of Chapter 607 of the Florida Business Corporation Act (the "Act") and the bylaws of the Company, if any such document exists, the filing of this document with the Department of State of the State of Florida amends and restates the previously filed Articles of Incorporation.

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**ARTICLE ONE  
NAME**

The name of the corporation is:

John Madison Landscape, Inc.

**ARTICLE TWO  
ADDRESSES**

The mailing address of the Corporation is:

3333 McCoy Rd.  
Orlando, FL 32812

The principal office address of the Corporation is:

3333 McCoy Rd.  
Orlando, FL 32812

**ARTICLE THREE  
PURPOSES**

The Corporation is formed to engage in any business lawful and permitted under the laws of the State of Florida, and to do anything corporations are permitted to do under provisions of the Act, as amended from time to time.

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**ARTICLE FOUR  
DURATION**

The Corporation's duration is perpetual.

**ARTICLE FIVE  
REGISTERED AGENT**

The name and address of the Corporation's initial Registered Agent in the State of Florida is:

Assured Compliance Services, LLC  
175 Lookout Place, Suite 100  
Maitland, Florida 32751

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. This acceptance is made pursuant to Section 607.0501(3) of the Act.

ASSURED COMPLIANCE SERVICES,  
LLC.

By:   
Philip K. Calandrino, Manager

**ARTICLE SIX  
AUTHORIZED STOCK**

The total number of shares of stock that the Corporation has authority to issue will be 1,000 shares of Common Stock of \$1.00 par value, all of one class.

**ARTICLE SEVEN  
PREEMPTIVE SHAREHOLDER RIGHTS**

The shareholders of the Corporation have no preemptive rights to acquire additional shares issued by the Corporation created by this document and may further outline their preemptive rights or lack thereof in a written agreement amongst themselves.

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JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA  
TALLAHASSEE

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## ARTICLE EIGHT STOCK TRANSFER RESTRICTIONS

Except as otherwise provided in these Articles, the Act, the Bylaws or in a separate agreement among the shareholders, no shareholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

## ARTICLE NINE CERTIFICATES OF STOCK

Notwithstanding any oral or written agreement to the contrary, the Corporation shall issue stock without certificates, pursuant to Section 607.0626 of the Act. A person or entity who is a prospective shareholder of the Corporation does not attain status as a shareholder unless the Corporation has issued a certificate evidencing the Common Stock owned by that person or entity. The certificate need not be sealed. The certificate may be dated on a date that is different from the date of its execution, and, if so dated, a prospective shareholder's status as a shareholder is thereby made effective retroactively or prospectively according to the date written on the certificate. The certificate shall be in digital form and maintained by the Corporation.

## ARTICLE TEN EFFECTS OF FORECLOSURE OR CHARGING ORDER ON STOCK

As long as the Corporation has more than one shareholder, the remedy of foreclosure or charging order on a judgment debtor's interest in the Corporation or against rights to distribution or dividends from the Corporation is not available, and if any attempt to foreclose on a shareholder's interest is successful, and the creditor is not a shareholder of the Corporation or a party controlled or under the direction of a shareholder of the Corporation, the Corporation shall immediately purchase the foreclosed interest, and the purchase price shall be \$1.00, provided that a shareholder remains owner of the Corporation. If any attempt to enforce a charging order is successful, and the creditor is not a shareholder of the Corporation or a party controlled or under the direction of a shareholder of the Corporation, the Corporation shall no longer issue distributions of profits or losses to the shareholder effected by such an order, until the effect of such an order is removed. Such distributions of profit and losses which would normally be issued to such shareholder effected by a charging order, but are withheld, shall be distributed to the remaining shareholders on a pro rata basis. Nothing in this section should be construed to reduce shareholder's debtor rights under the law.

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### ARTICLE ELEVEN SECURITY INTEREST

No party is granted a consensual security interest in the corporation or its assets to pursue the remedies available to a secured creditor without the written approval of a majority of the corporation's directors.

### ARTICLE TWELVE BOARD OF DIRECTORS

The Board of Directors will have at least one Director and may have more Directors as outlined by the Corporation's Bylaws. Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual or special meeting of shareholders, at which time the shareholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

### ARTICLE THIRTEEN LIMITATIONS ON AUTHORITY OF BOARD OF DIRECTORS

Even after due authorization, approval, or advice of the action by the Board of Directors as required by law, any of the following corporate actions also require approval by the shareholders by an affirmative vote of a majority of the votes entitled to be cast to be effective and valid:

- Election and removal of Directors;
- Amendments to the Certificate of Incorporation;
- Adopting or amending bylaws;
- Establishing a subsidiary or entering into any merger, acquisition, or other reorganization, recapitalization, or change in stockholders' rights;
- Sale, lease, exchange, or other disposition of all or substantially all of the corporation's assets;
- Dissolution of the corporation;

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In certain instances, indemnification of directors, officers, and employees:

- Approval of certain transactions between the directors/officers and the corporation, including, in some cases, loans to or guarantees of the debts of such persons;
- Adoption of stock option plans and employee benefits plans involving directors and officers;
- Mergers; and
- Acquisitions.

#### ARTICLE FOURTEEN RELEASE FROM PERSONAL LIABILITY

A Director will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director votes that is not lawful under Florida law; or
- an intentional violation of criminal law.

#### ARTICLE FIFTEEN INDEMNIFICATION

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

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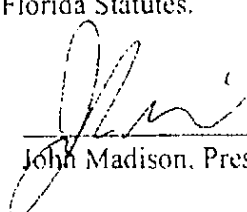
**ARTICLE SIXTEEN  
POWER TO ENACT, AMEND, AND REPEAL BYLAWS**

The Corporation's Board of Directors holds the exclusive power to make, alter, amend, or repeal the Corporation's Bylaws.

**ARTICLE SEVENTEEN  
EFFECTIVE DATE**

These Articles of Incorporation are made effective as of the date filed with the state.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in §817.155, Florida Statutes.

  
\_\_\_\_\_  
John Madison, President

STATE  
TALLAHASSEE, FL

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