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Also Admitted In:

‡California

‡Colorado

‡Louisiana

‡South Carolina

Of Counsel:

Robert L. Scott‡

November 28, 2001

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

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

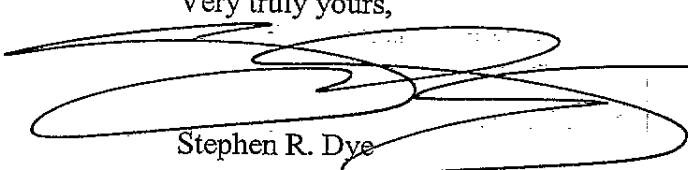
RE: **Filing Articles of Incorporation CONTINENTAL TREE & TURF, INC.**

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above. Our firm's check in the amount of \$70.00 to cover the \$35.00 filing fee and \$35.00 Registered Agent Fee is also attached. Please return the certificate to the undersigned.

Thank you for your attention to this matter.

Very truly yours,


Stephen R. Dye

SRD:ps

Encs. Articles of Incorporation

Check, \$70.00

I:\Docs\Forms\Corporation\SRD Corporate Forms\Dept of State.Articles Ltr 2001.doc

01 DEC 12 PM 1:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 12/12/01

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December 11, 2001
Via Federal Express

Division of Corporations
Department of State
Attn: Pam Smith
New Filings Dept.
409 E. Gaines Street
Tallahassee, FL 32399


Re: Continental Tree & Turf, Inc.

Dear Pam:

Per our conversation of December 4th, I am enclosing the replacement page titled Certificate of Designation of Registered Agent/Registered Office for the above corporation signed by Michael T. Adams. Please destroy the Designation page in your possession that was signed by Kenneth E. Middlebrooks. The Articles should now be ready to file.

Please send a conformed copy of the Articles to the undersigned. Thank you for your attention to this matter.

Very truly yours,


Peggy Smith, Legal Assistant to
Stephen R. Dye

SRD:ps

Enc.

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ARTICLES OF INCORPORATION
OF
CONTINENTAL TREE & TURF, INC.

FILED
01 DEC 12 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **KENNETH E. MIDDLEBROOKS**, desires to become a body corporate and as Incorporator does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

ARTICLE I

The name of this corporation shall be: **CONTINENTAL TREE & TURF, INC.**

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles as hereinafter set forth if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a par value of \$5.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, ratably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

ARTICLE VI

The street address of this corporation's principal office is:

2710 CR 675
Bradenton, Florida, 34202

The mailing address of the corporation is:

3010 CR 675
Bradenton, Florida, 34202

The name of this corporation's initial registered agent is MICHAEL T. ADAMS. The initial registered office is 2710 CR 675, Bradenton, FL 34202. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be two (2). The Board of Directors shall consist of not less than one nor more than seven members, and the

number of members of the Board of Directors may be fixed from time-to-time by the By-Laws of the corporation, but until so fixed shall consist of two persons. The name and address of the member of the initial Board of Directors is as follows:

MICHAEL T. ADAMS
President


KENNETH E. MIDDLEBROOKS - 711 60th Street NW
Vice President/ Secretary/Treasurer Bradenton, FL. 34209

ARTICLE VIII

The name and address of the Incorporator is as follows:

KENNETH E. MIDDLEBROOKS - 711 60th Street NW
Bradenton, FL. 34209

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of this corporation, does certify that he is of full age and competent to contract and that the Director named is of full age and a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and, accordingly, I have hereunto set my hand and seal this 21st day of Nov., 2001.


KENNETH E. MIDDLEBROOKS

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day personally appeared before me KENNETH E. MIDDLEBROOKS, who is ☒ personally known to me; or ☐ who has produced _____ as identification, and who acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the county and state aforesaid this 21 day of Nov., 2001.


Notary Public
My Commission Expires:



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FILED

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

01 DEC 12 PM 1:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE MENTIONED 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:

CONTINENTAL TREE & TURF, INC.

2. The name and address of the registered agent and office is:

**MICHAEL T. ADAMS
2710 CR 675
Bradenton, FL 34202**

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.


MICHAEL T. ADAMS

DATE: December 11, 2001