

SCOTT R. FRANSEN
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Admitted in Florida
and Tennessee

12 November 2001

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

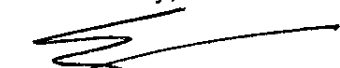
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*****78.75 *****78.75

Subject: GLS Landscaping & Design, Inc.

Dear Madam or Sir:

Enclosed are an original Articles of Incorporation and Designation of Registered Agent. Also enclosed is a self-addressed, stamped envelope for the return of a certified copy, with fees in the amount of \$78.75. Please accept these for filing and return to me as expeditiously as you can. Thank you for your professional assistance.

Sincerely,


Scott R. Fransen

Encl.: Articles of Incorporation
Designation of Registered Agent
Check no. 1267 i/n/a \$78/75
Self-addressed, stamped envelope

FILED
2002 JAN -8 AM 9:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

625-2555
W001-27285
2590

Scott Fransen GAVE
AUTHORIZATION BY PHONE TO
CORRECT Effective Date
DATE 1/8/02
DOC. EXAM. gf

✓
gf 1/8/02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2002 JAN -8 AM 9: 53

SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 17, 2001

SCOTT R. FRANSEN, ESQUIRE
135 W. CENTRAL BOULEVARD
SUITE 220
ORLANDO, FL 32801

SUBJECT: GLS LANDSCAPING & DESIGN, INC.
Ref. Number: W01000027285

We have received your document for GLS LANDSCAPING & DESIGN, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 501A00066046



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2002 JAN -8 AM 9:53

SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 30, 2001

SCOTT R. FRANSEN, ESQUIRE
135 W. CENTRAL BOULEVARD
SUITE 220
ORLANDO, FL 32801

SUBJECT: GLS LANDSCAPING & DESIGN, INC.
Ref. Number: W01000027285

We have received your document for GLS LANDSCAPING & DESIGN, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 001A00063570

EFFECTIVE DATE

01/03/02

ARTICLES OF INCORPORATION
OF
GLS LANDSCAPING & DESIGN, INC.

FILED

2002 JAN -8 AM 9:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is **GLS LANDSCAPING & DESIGN, INC.**

ARTICLE II

The existence of the corporation shall begin on January 3, 2002 or as soon thereafter as possible.

ARTICLE III

The street address of the principal office of the corporation is 1315 Rio Pinar Drive, Orlando, 32825.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 1,000, with no par value, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the corporation's registered office is 1315 Rio Pinar Drive, Orlando, FL 32825. The initial registered agent for the corporation at that address is Gerald H. Pantoliano.

ARTICLE VI

The name and street address of the incorporator of these articles of incorporation is:
Gerald H. Pantoliano, 1315 Rio Pinar Drive, Orlando, FL 32825.

ARTICLE VII

All notices to directors and shareholders must be in writing unless oral notice is reasonable under the circumstances. Oral notice is deemed reasonable when the failure to act will clearly result in serious harm to the corporation. Oral notice is deemed reasonable when a quorum of directors or shareholders, as the case may be, waives notice in writing. The standard that shall be applied to this clause and in other corporate matters is the reasonable business judgment rule.

ARTICLE VIII

Shareholders may adopt, amend, and repeal the bylaws.

ARTICLE IX

The board of directors shall authorize the issuance of shares on receipt of proper consideration, which may be money, money's worth, or services.

ARTICLE X

Shares of stock shall be issued without certificates, except that the board of directors may issue shares of stock if, in its business judgment, a purpose would be served.

ARTICLE XI

Waiver of notice by a shareholder need not specify the business to be transacted at or the purpose of any regular or special meeting.

ARTICLE XII

A quorum of shareholders consists of the holders of two thirds of the number of shares issued. A quorum of the board of directors consists of all directors in attendance at a regularly scheduled or regularly noticed meeting. Otherwise, two-thirds of all directors constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board.

ARTICLE XIII

The board of directors consists of three individuals, except that the shareholders may choose to elect fewer than three individuals if the number of persons who are shareholders is fewer than three.

ARTICLE XIV

The corporation shall indemnify its officers, directors, and shareholders, and may indemnify its employees, for acts, events, conduct, failure to act, or any claims whatsoever arising out of the conduct of the business of the corporation, for events occurring during regular business hours, and for events that occur at the corporate place of business, or otherwise in the sole business judgment of the board of directors.

ARTICLE XV

A vacancy on the board may be filled by a vote of a majority of the remaining directors, and the director so appointed shall serve until the next regularly scheduled annual meeting, except that the directors may choose, if a quorum consents, to leave the vacancy open. At the annual meeting of shareholders, the shareholders shall elect those directors to serve for the next year. Directors shall, however, continue to serve until their successors are elected and take office.


ARTICLE XVI


Officers and Directors may resign at any time, and may be removed at any time. Only Directors may remove officers. Officers may be removed with or without cause. Only shareholders may remove Directors. Directors may be removed with or without cause. In each case, a quorum may adopt a resolution to effect the removal.

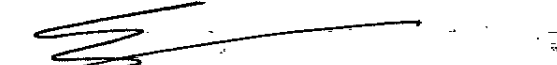
The undersigned has executed these articles of incorporation on ^{November} September 15, 2001.


Gerald Pantoliano

WITNESSES:


Amanda Trudell


Leslie Fandino


Scott R. Fransen, Attorney

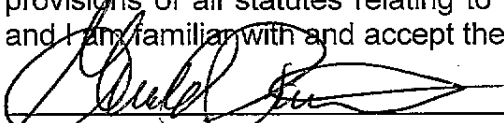
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT DESIGNATING THE REGISTERED AGENT IN THE STATE
OF FLORIDA.

1. The name of the corporation is: GLS Landscaping & Design, Inc.
2. The name and address of the registered agent and office is:

Gerald H. Pantoliano
1315 Rio Pinar Drive
Orlando, FL 32825

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.



Gerald H. Pantoliano
1315 Rio Pinar Drive
Orlando, FL 32825

11/08/01
Date

FILED
2002 JAN -8 AM 9:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA