

Brigid D. Soldavini CPA, P.A.

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PO2000002290

December 5, 2001

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*****87.50 *****87.50

Division of Corporations
D.W. McKinnon, Division Director
P.O. Box 6327
Tallahassee, FL 32399

RE: Incorporation of New Business

Dear Sirs:

Enclosed are: (2) Articles of Incorporation; (1) certificate designating place of business;
and (1) check in payment of incorporation fees as follows:

\$35.00 – Filing Fee – Profit Corporation
52.50 – Charter Tax (Minimum)
87.50 Total Check

Please return the certified copy of these articles of incorporation to our office.

Sincerely,

James P. Kirwin Jr.
SDG Landscape Architects, Inc.

Enclosure

FILED
2002 JAN -4 PM 1:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

A Full Service Accounting Firm

1/8/02

ARTICLES OF INCORPORATION *EFFECTIVE DATE*
OF
SDG LANDSCAPE ARCHITECTS, INC.

12/31/01 **FILED**

2002 JAN -4 PM 1:29

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, James P. Kirwin, Jr., being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation is SDG LANDSCAPE ARCHITECTS, INC. The principal office and mailing address of the corporation is 548 Carpenter Court, Naples, Florida 34110.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon *December 31, 2001*.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 548 Carpenter Court, Naples, Florida 34110, and the name of the initial registered agent of the Corporation at that address is James P. Kirwin, Jr.. The Director(s) of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Director(s) shall hold office for the term provided in the By-Laws or until their successor(s) have been duly elected and qualified.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

**James P. Kirwin, Jr.
548 Carpenter Court
Naples, Florida 34110**

**Timothy C. Grey
240 Nottingham Drive
Naples, Florida 34109**

ARTICLE VIII

INCORPORATORS

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

**James P. Kirwin, Jr.
548 Carpenter Court
Naples, Florida 34110**

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders in the manner provided by the laws of the State of Florida.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Subscriber(s) executed these Articles of Incorporation this 1 day of January, 2002

James P. Kirwin, Jr.
James P. Kirwin, Jr.

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **James P. Kirwin, Jr.**, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1 day of January, 2002

Cinzia Bombard
NOTARY PUBLIC
State of Florida at Large

(SEAL)



Cinzia Bombard
Commission # CC 938140
Expires June 19, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

My commission expires: June 19, 2004

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

That SDG LANDSCAPE ARCHITECTS, INC., desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the Articles of Incorporation in the
County of Collier, State of Florida, has named James P. Kirwin, Jr. located at 548 Carpenter
Court, Naples, Florida 34110, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated Corporation, at place
designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

James P. Kirwin, Jr.
James P. Kirwin, Jr.

FILED
2002 JAN -4 PM 1:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**MINUTES OF ORGANIZATION MEETING
OF
BOARD OF DIRECTORS OF
SDG LANDSCAPE ARCHITECTS, INC.**

The Organizational Meeting of the Board of Directors of this Corporation was held at 548 Carpenter Court, Naples, Florida 34110, at 9:00 a.m., on _____.

The initial director(s) named in the Articles of Incorporation, James P. Kirwin, Jr. and Timothy C. Grey, were present.

The Director(s) waived notice of the meeting, as evidenced by the signatures of the Director(s) to the Waiver of Notice, which was ordered to be placed at the end of these minutes.

James P. Kirwin, Jr. presided over the meeting as Chairman, and also acted as Secretary of the meeting, taking the minutes of the meeting.

The Articles of Incorporation of this Corporation were filed in the office of the Department of State in Tallahassee, Florida, on _____.

On motion duly made and carried, a copy of the Articles of Incorporation of this Corporation, duly certified by the Florida Secretary of State, was ordered to be inserted in the minute book of this Corporation preceding the minutes of this meeting.

On motion duly made and carried, the following person(s) were duly elected as Directors of this Corporation to serve as such until the annual meeting of shareholders or until their successor(s) are chosen and qualified:

James P. Kirwin, Jr.

Timothy C. Grey

On motion duly made and carried, a set of By-laws was duly adopted, and these were ordered to be inserted in the minute book of this Corporation following the certified copy of the Articles of Incorporation and immediately preceding the minutes of this meeting.

On motion duly made and carried, the following person(s) were duly elected as officer(s) of