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*Bagdes & Bagdes*

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Daytona Beach, FL 32118

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March 6, 2002

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-03/08/02--01031--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SECRETARY OF STATE  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: C & C Enterprises of Volusia County, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$78.75 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAR -8 AM 7:52

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAR -8 AM 7:52

ARTICLES OF INCORPORATION  
OF

C & C ENTERPRISES OF VOLUSIA COUNTY, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE  
NAME

The name of the corporation is C & C ENTERPRISES OF VOLUSIA COUNTY, INC.

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The purpose for which the corporation is organized is to provide landscaping services for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR  
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE  
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX  
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 1290 9th Street, Unit 304, Daytona Beach, Florida 32117. This is also the mailing address of the corporation.

ARTICLE SEVEN  
REGISTERED OFFICE

The street address of the registered office of the corporation is 1290 9th Street, Unit 304, Daytona Beach, Florida 32117, and the name of the initial registered agent at such address is Brian J. Carter.

ARTICLE EIGHT  
DIRECTORS

The board of directors shall consist of one member: Brian J. Carter, 1290 9th Street, Unit 304, Daytona Beach, Florida 32117.

ARTICLE NINE  
INCORPORATORS

The name and address of the sole incorporator is: Brian J. Carter, 1290 9th Street, Unit 304, Daytona Beach, Florida 32117.

ARTICLE TEN  
OFFICERS

The sole officer of the corporation shall be: Brian J. Carter, 1290 9th Street, Unit 304, Daytona Beach, Florida 32117, who shall serve as President and Treasurer.

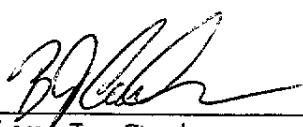
ARTICLE ELEVEN  
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE  
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

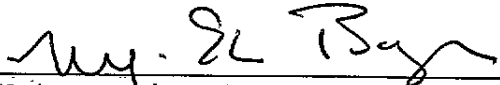
IN WITNESS WHEREOF, I have signed my name this 6th day of March, 2002.

  
\_\_\_\_\_  
Brian J. Carter

STATE OF FLORIDA  
COUNTY OF VOLUSIA

On this 6th day of March, 2002, before me, the undersigned authority, appeared BRIAN J. CARTER, who is personally known to me or who has produced \_\_\_\_\_ as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

  
\_\_\_\_\_  
Notary Signature

Seal:



Mary-ellen Bagdes  
MY COMMISSION # CC787805 EXPIRES  
November 29, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA  
DEPARTMENT OF STATE

The following is submitted in compliance with Chapter 48.091,  
Florida Statutes.

C & C ENTERPRISES OF VOLUSIA COUNTY, INC., a corporation  
organizing under the laws of the State of Florida, with its principal  
office at 1290 9th Street, Unit 304, in the City of Daytona Beach,  
County of Volusia, in the State of Florida, has named Brian J.  
Carter, who is located at 1290 9th Street, Unit 304, Daytona Beach,  
Florida, as its registered agent to accept service of process within  
the State.

DIRECTOR:

Brian J. Carter


ADDRESS:

1290 9th Street, Unit 304  
Daytona Beach, FL 32117

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TALLAHASSEE, FLORIDA  
02 MAR -8 AM 7:52

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep  
office open during prescribed hours; to post my name (and the names  
of any other officers of said corporation authorized to accept  
service of process at the above Florida designated address) in some  
conspicuous place as required by law.

  
\_\_\_\_\_  
Brian J. Carter