# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 224-8870 • 1 342-8062 • Fax (850) 222-1222

Five Star Landscaping, Inc.

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# ARTICLES OF INCORPORATION OF FIVE STAR LANDSCAPING, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

# ARTICLE I - NAME

The name of this corporation is FIVE STAR LANDSCAPING, INC.

# **ARTICLE II - DURATION**

This corporation shall have perpetual existence, commencing on the date these Articles of Incorporation are filed in the Office of the Secretary of State, State of Florida.

# **ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

# **ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue **500** shares of \$1.00 par value common stock, which shall be designated "Common Stock."

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the remaining assets of this corporation shall be payable to and distributed ratable among the holders of record of the Common Stock.

# **ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for case of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

# ARTICLE VI - PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 165D Springwood Circle, Longwood, Florida 32750

The initial registered agent and his address is: Felipe Vega, 165D Springwood Circle, Longwood, Florida 32750

# ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director(s) initially. The number of directors may be

either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

# **ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is: Felipe Vega, 165D Springwood Circle, Longwood, Florida 32750.

### ARTICLE IX - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

# ARTICLE X - MANAGEMENT OF CORPORATIONBY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under direction of, the shareholders of this corporation.

#### **ARTICLE XI - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

### ARTICLE XII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders and members of the Board of Directors may participate in special meetings by means of conference telephone as provided by law, but each director and shareholder must attend regular meetings in fact in person.

# **ARTICLE XIII - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XIV - AMENDMENT**

This corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this <u>20</u> day of <u>MARC</u>, 2001.

Initial Incorporator

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Registered Agent

STATE OF FLORIDA COUNTY OF SEMINOLE

BEFORE ME the undersigned officer, authorized to administer oaths in the State and County aforesaid, personally appeared FELIPE VEGA, who is either  $\{\ \}$  personally known to me or  $\{\ \ \ \ \ \ \}$  has provided a driver's license number  $\frac{\sqrt{200}-\sqrt{20}-\sqrt{200}-\sqrt{200}-\sqrt{200}-\sqrt{200}-\sqrt{200}$  as identification, and who being first duly sworn by me, acknowledge the he is the Register Agent in the above and foregoing Articles of Incorporation and that he has read and executed the same and the matters and things contained herein are true and correct.

**WITNESS** my hand and official seal at Longwood, Seminole County, Florida, this day of MARCL., 2002.

Notary Public - State of Florida

My Commission Expires:

Christopher J Thomburgh

My Commission CC777899

Expires September 23, 2002

# CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST — That FIVE STAR LANDSCAPING, INC., desiring to qualify under the laws of the State of Florida, with its principal place of business located at 165D Springwood Circle in the City of Longwood, County of Seminole State of Florida, has named Felipe Vega whose address is 165D Springwood Circle, Longwood Florida 32750, as its agent to accept service of process within the State of Florida.

DATED HIS (SO day of Williams, 200	DATED this _	20	day of	MARCL	, 20
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President

Having been named to accept service of process for the above stated corporation at the place designated above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Registered Agent

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SECRETARY OF STATE