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CERTIFIED FAMILY LAW MEDIATOR
** ALSO ADMITTED IN LOUISIANA
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TRIAL PRACTICE

Param 80123

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

700006593607--5
-07/23/02--01058--004
*****78.75 *****78.75

RE: GARDEN OF EDEN LANDSCAPING OF BAY COUNTY, INC.

Gentlemen:

Enclosed please find original and one (1) copy of Articles of Incorporation for the above-named corporation, Designation of Registered Agent and Acknowledgment. Also enclosed is this firm's check in the amount of \$78.75 for the filing fee, registered agent designation and certified copy. Please return the certified copy to my office at the above address.

Thank you for your assistance. Please contact my office if you have any questions.

Very truly yours,

WARNER & MALLORY, P.A.

Timothy M. Warner

Timothy M. Warner

TMW:tb
Enclosure(s)

[Signature]

02 JUL 23 AM 10:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
GARDEN OF EDEN LANDSCAPING OF BAY COUNTY, INC.**

FILED
02 JUL 03 AM 10:02
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Article I - Name

The name of this corporation is **GARDEN OF EDEN LANDSCAPING OF BAY COUNTY, INC.** The initial street address of the principal office is 1202 Florida Avenue, Lynn Haven, FL 32444, and the mailing address is the same.

Article II - Duration

This corporation shall exist perpetually, commencing with the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and Florida.

Article IV - Capital Stock

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1202 Florida Avenue, Lynn Haven, FL 32444, and the name of the initial registered agent of this corporation at that address is JERRY L. MATTHEWS.

Article VI - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation is:

Jerry L. Matthews
1510 New Jersey Avenue
Lynn Haven, FL 32444

Mary B. Matthews
1510 New Jersey Avenue
Lynn Haven, FL 32444

Article VII - Incorporators

The name and address of the person(s) signing these Articles is as follows:

Jerry L. Matthews
1510 New Jersey Avenue
Lynn Haven, FL 32444

Mary B. Matthews
1510 New Jersey Avenue
Lynn Haven, FL 32444

Article VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders. By-Laws adopted by the Shareholders may be repealed or changed only by the Shareholders. By-Laws adopted by the Board of Directors may be repealed or changed by the Board of Directors or by the Shareholders.



Article IX - Indemnification

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

Article X - Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 18th day of July, 2002.

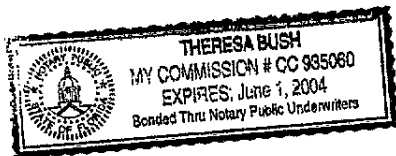

JERRY L. MATTHEWS, Director

MARY B. MATTHEWS, Director


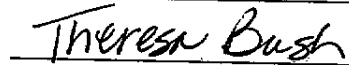
STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 18th day of July, 2002, by JERRY L. MATTHEWS, who: (notary **must** check applicable box)

- ☒ is personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

(SEAL)





(Print Name)

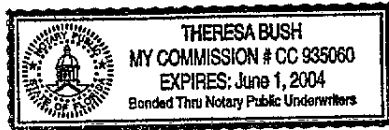
Notary Public
Serial # _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 18th day of July, 2002, by MARY B. MATTHEWS, who: (notary **must** check applicable box)

- ☒ is personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

(SEAL)



Theresa Bush
Theresa Bush
(Print Name)
Notary Public
Serial # _____
My Commission Expires: _____

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That GARDEN OF EDEN LANDSCAPING OF BAY COUNTY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 1202 Florida Avenue, Lynn Haven, FL 32444, State of Florida, has named JERRY L. MATTHEWS, located at 1510 New Jersey Avenue, Lynn Haven, County of Bay, State of Florida, as its agent to accept service of process within this state.


JERRY L. MATTHEWS, Director


MARY B. MATTHEWS, Director

ACKNOWLEDGEMENT

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

Dated this 18th day of July, 2002.


JERRY L. MATTHEWS, Registered Agent

FILED
02 JUL 23 AM 10:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA