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September 17, 2002

**BY FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: **Organization of GCS Landscaping & Design, Inc.**  
SGR File No: 099999.602

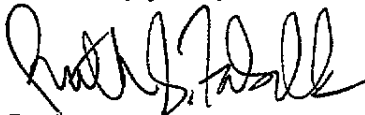
FILED  
2002 SEP 19 AM 8:39  
CLERK OF STATE  
TALLAHASSEE FLORIDA

Dear Sir or Madam:

Please find enclosed for filing with the Florida Department of State an original and one (1) copy of Articles of Incorporation for the referenced corporation. Also enclosed is our firm's check in the amount of \$70.00 for the appropriate filing fee.

Please return the acknowledgment copy to the undersigned once the enclosed articles of incorporation have been filed. If you have any questions, or need additional information, please contact me at (904) 598-6115.

Very truly yours,



Ruth S. Fabella  
Paralegal

RSF/mtf

Encls.

cc: Steve Brust, Esq. (w/o encls.)

9/23/02

EFFECTIVE DATE

9/11/02

ARTICLES OF INCORPORATION  
OF  
GCS LANDSCAPING & DESIGN, INC.

FILED

2002 SEP 19 AM 8:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**Article I**

**Name**

The name of the corporation is GCS LANDSCAPING & DESIGN, INC., and the address of the principal office and mailing address of the corporation is at 11077 Ridge Pointe Drive, Jacksonville, Florida, 32257.

**Article II**

**Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date of these Articles are executed and acknowledge, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article III**

**Nature of Business**

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

**Article IV**

**Capital Stock**

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having par value of \$1.00.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

## Article V

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 50 N. Laura Street, Suite 2200, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Steve Brust.

## Article VI

### Directors

(a) Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Donald Gordon	11510 Shady Meadow Drive Jacksonville, FL 32258
Jason Cooley	11077 Ridge Pointe Drive Jacksonville, FL 32257
David Sheppard	4746 University Boulevard North Jacksonville, FL 32277

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## Article VII

### Bylaws

The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted

by the shareholders if the shareholders specifically provide that such bylaws is not subject to amendment or repeal by the board of directors.

**Article VIII**

**Incorporator**

The name and address of the incorporator of this corporation is:

Steve Brust  
50 N. Laura Street, Suite 2200  
Jacksonville, Florida 32202

IN WITNESS WHEREOF, the incorporator has executed these Articles the 11<sup>th</sup> day of September, 2002.



Steve Brust, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE STATED CORPORATION, I HEREBY AGREE TO ACT IN THAT CAPACITY, AND I FURTHER STATE THAT I AM FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS OF THAT POSITION.



Steve Brust, Registered Agent

Dated: September 11<sup>th</sup>, 2002.

**FILED**  
2002 SEP 19 AM 8:39  
STATE OF FLORIDA  
TALLAHASSEE

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