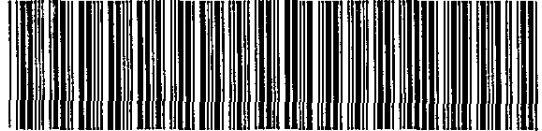


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ARTIFRIEND LAUNDCARE INC
P.O. BOX 15843
WEST PALM BEACH, FLORIDA 33416



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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 10, 2003

EARTHFRIEND LAWN CARE INC
P.O. BOX 15845
W PALM BCH, FL 33416

SUBJECT: EARTHFRIEND LAWN CARE INC.
Ref. Number: W03000010233

We have received your document for EARTHFRIEND LAWN CARE INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filings Section

Letter Number: 603A00021513

**ARTICLES OF INCORPORATION
OF
EARTHFRIEND LAWN CARE INC.**

FILED
03 MAY -6 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of this Corporation is: EARTHFRIEND LAWN CARE INC.

ARTICLE II – DURATION

This Corporation is to exist perpetually. It shall commence existence on the date of filing of these Articles of Incorporation.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America, and the Laws of the State of Florida, and specifically dealing in Lawn Maintenance, Gardening, Landscaping, Tree-Trimming, Tree-Cutting, Planting, Irrigation.

ARTICLE IV – CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common stock at Ten (10) Cents par value. Shares may be issued for such consideration as is determined from time to time by the shareholders. This power is reserved unto the shareholders by right and is hereby delegated unto the Board of Directors. The Board may issue the shares of this Corporation for such consideration as is determined from time to time by it, unless and until the shareholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by the shareholders will not affect prior action by the Board. The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Then payment of the consideration for which shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V – PREEMPTIVE RIGHTS

The shareholders of record of this Corporation shall have preemptive rights, proportional to their ownership, to acquire unissued or treasury shares of the Corporation, or those shares for sale by any retiring shareholders, or securities of the Corporation convertible securities, bonds or debentures agreed to by the Board of Directors or Shareholders Meeting of this Corporation. This right shall be exercised by the said shareholders in a period of sixty days from the resolution taken by the Board of Directors or Shareholders Meeting, or from the notice to sell delivered by the selling shareholders to the Secretary of the Corporation.

ARTICLE VI – INITIAL REGISTERED OFFICE

The street address of the initial registered office of this Corporation is:
3110 Vassallo Avenue
Lake Worth, FL. 33461

ARTICLE VII – ADDRESS

The initial street address of the principal office of this Corporation is as follows:

3110 Vassallo Avenue
Lake Worth, FL. 33461

The Board of Directors may, from time to time, designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VIII – BOARD OF DIRECTORS

The Corporation shall have one (4) Directors initially. The number of directors may be increased or diminished from time to time in such a manner as may be prescribed in the By-Laws, but there shall never be less than one (1) director.

ARTICLE IX – INITIAL DIRECTORS

The name and street addresses of the initial members of the Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
WENCESLAO TORRES President/Treasurer	3110 Vassallo Avenue Lake Worth, FL. 33461
VICTORIA TORRES Vice-President	3110 Vassallo Avenue Lake Worth, FL. 33461
MARIA RAMOS Secretary	3110 Vassallo Avenue Lake Worth, FL. 33461

ARTICLE X – RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite to their names:

Wenceslao Torres	-	6000 shares
Victoria Torres	-	3000 shares
Maria Ramos	-	1000 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The

price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

Page 3

ARTICLE XI – INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation, and in its name and as its representative in any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a Director or Officer of the corporation, or be reason of any action alleged to have been heretofore or hereafter take or omitted by him as such Director or Officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided.

ARTICLE XIII – INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Wenceslao Torres	3110 Vassallo Avenue Lake Worth, FL. 33461
Victoria Torres	3110 Vassallo Avenue Lake Worth, FL. 33461
Maria Ramos	3110 Vassallo Avenue Lake Worth, FL. 33461

ARTICLE XIV – BY – LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended or repealed by the Board of Directors

Page 4

ARTICLE XV – POWERS

This Corporation shall have all powers needed or convenient to effect its purpose enumerated in the Florida General Corporation Act.

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

ARTICLE XVI – AMENDMENT

These Articles of Incorporation may be amended in the manners provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a Shareholders Meeting, by a majority of the stock entitled to vote thereon.

Page 5

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of April, A.D., 2003.


Wenceslao Torres

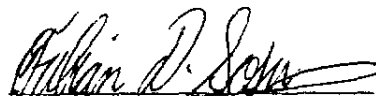
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me personally appeared Domingo Maldonado to me well known and known to me to be the person(s) described in and who executed the foregoing instrument, and acknowledged to and before me that executed the said instrument for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL this 21st day of April, A.D., 2003.



FABIAN D. SOSA
MY COMMISSION # DD 164497
EXPIRES: December 6, 2006
Bonded Thru Budget Notary Services


Notary Public
State of Florida

FILED

03 MAY -6 AM 9:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In accordance with the Florida General Corporation Act, Section 607.034, the following is submitted:

That EARTHFRIEND LAWNCARE, INC.

Desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business in the city Lake Worth, State of Florida, has named:

Wenceslao Torres

as its Resident Agent to accept service of process.

Signature: *Wenceslao Torres*

Date: April 21st, 2003

ACKNOWLEDGEMENTS:

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

Wenceslao Torres
Wenceslao Torres President/Treasurer

Dated: April 21st, 2003