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04 JAN 21 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/28/04
Amend
30

**THE LAW OFFICE OF
AARON B. WENTZ**

1117 Eglin Parkway
Shalimar, Florida 32579

Telephone : (850) 651-3000
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E-mail : AaronWentz@aol.com

October 31, 2003

AARON B. WENTZ
Attorney at Law

General Practice
Criminal Practice
Bankruptcy Law
Personal Injury
Marital and Family Law
Wills and Probate
Guardianship
Civil Actions

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

RE: Quercus, Inc.

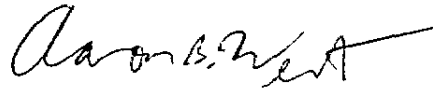
AFFILIATIONS

The Florida Bar
Okaloosa-Walton County
Bar Association
Federal Bar of the Northern
District Of Florida

Dear Sir or Madam:

Please find enclosed the Articles of Amendment to Articles of Incorporation and Bylaws regarding the above-referenced Corporation. Additionally, we have enclosed the \$75.00 filing fee. If anything further is necessary, please don't hesitate to contact me.

Sincerely,


AARON B. WENTZ

ABW:pc
cc: Mark Richard

Enclosures as stated.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 20, 2003

Aaron B. Wentz, Esquire
1117 Eglin Parkway
Shalimar, FL 32579

SUBJECT: QUERCUS, INC.
Ref. Number: P03000060224

We have received your document for QUERCUS, INC. and check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Per my phone call you indicated that the registered agent is to remain James Watson in Article VI instead of yourself. Please correct.

Please return 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) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 103A00062527

**THE LAW OFFICE OF
AARON B. WENTZ**

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January 16, 2004

AARON B. WENTZ
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Marital and Family Law
Wills and Probate
Guardianship
Civil Actions

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

RE: Quercus, Inc.

AFFILIATIONS

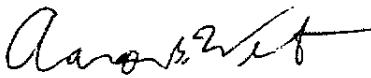
The Florida Bar
Okaloosa-Walton County
Bar Association
Federal Bar of the Northern
District Of Florida

Dear Sir or Madam:

Please find enclosed the Articles of Amendment to Articles of Incorporation regarding the above-referenced Corporation. We have previously submitted the \$75.00 filing fee (Check No: 1025) on or about November 3, 2003.

If anything further is necessary, please don't hesitate to contact me.

Sincerely,


AARON B. WENTZ

ABW:pc
cc: Mark Richard

Enclosure as stated.

RECEIVED
04 JAN 21 AM 8:10
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

OF

QUERCUS, INC.

FILED

04 JAN 21 PM 4: 01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes, §607.1006, this Florida profit corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is QUERCUS, INC.

ARTICLE II - NATURE OF BUSINESS

The general purposes for which the Corporation is organized are:

1. To engage in full service landscaping services.
2. To transact any other lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the Board of Directors of the Corporation be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
4. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds and any other type of investment, and to own real and personal property necessary for the rendering of services as stated above.
5. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this Corporation.
6. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ITEM III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the Corporation. Stock shall be issued under Section 1244 of the Internal Revenue Code.

The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the Corporation shall be issued as "small business corporation" stock, in accordance with a plan or plans under the provisions of Section 1244, Internal Revenue Code of 1954.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is One Thousand Dollars (\$1000.00).

ARTICLE V - TERM OF EXISTENCE

The duration of the Corporation is for an indefinite period of time, i.e. perpetual.

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors constituting the Board of Directors of the Corporation is two (2). The name and post office address of the first Board of Directors, who subject to the provisions of the by-laws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence, or until his successor is elected and has qualified, is as follows:

NAME

ADDRESS

JAMES M. WATSON

1105 Lake Nettie Drive
Eustis, FL 32726

MARK RICHARD

7 Linwood Drive
Ft. Walton Beach, FL 32547

ARTICLE VII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash 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 or

her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, in such manner that they will own the same percentage interest of the Corporation after the new offering as he had before the stock issuance.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - STOCK ISSUANCE

This amendment does not provide for an exchange, reclassification or cancellation of issued shares as no shares were issued by the original articles of incorporation. This amendment shall include provisions for the issuance of shares of stock, as follows:

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their name:

MARK RICHARD	333 Shares
JAMES M. WATSON	667 Shares

Thirty-two (33) shares of the stock to be issued to MARK RICHARD shall be issued as a form of "sweat equity" by MARK RICHARD. The remaining three hundred shares (300) issued to MARK RICHARD shall be purchased by MARK RICHARD.

The six hundred, seventy-seven (667) shares issued to JAMES M. WATSON shall be purchased by JAMES M. WATSON.

At the end of each calendar year an audit will be conducted to determine the amount of investment by each shareholder. Each shareholder shall make a payment to match the share investment or shall obtain a note issued by the other shareholder in the amount owed at an interest rate of prime plus four (4) points.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by a majority of the shareholders.

ARTICLE XII - SHAREHOLDERS QUORUM & VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of at least fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matters shall be the act of the shareholders.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation duly called as provided by law.

ARTICLE XV - VOTING TRUSTS

No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XVI - CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XVII - BUSINESS OPERATIONS

Except as otherwise provided by law: all business affairs of the Corporation shall be conducted in compliance with general practices which are characteristic of those ordinarily relating to business corporations; all shares of stock in the Corporation shall be fully transferable; management of the Corporation shall be vested in the Board of Directors; liability of the shareholders shall be limited to their respective interests in the stock of the Corporation; and the continuity of the Corporation shall not be affected by death, disability, retirement or sale of stock by any one shareholder; provided, however, that this provision shall not prohibit the Corporation, its employees, or its stockholders from entering into such agreements relating to redemption of stock, other stock purchase agreements or other corporate plans available to business corporation.

ARTICLE XVIII - CONTRACTS

No contract or other transaction between the Corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in or is a member, director or officer, or are members, directors or officers of such other firm or corporation and any director or directors, individually or jointly, may be a part or parties to or may be interested in any contract or transaction of the Corporation, or in which the Corporation is interested; and no contract, act or transaction of the

Corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may any way be interested.

ITEM XIX - REMOVAL OF DIRECTORS

Any director of this Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XX - RESTRAINT ON ALIENATION OF SHARES

The shareholders of this Corporation shall have the power to include in the by-laws, adopted by a single majority of the shareholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its shareholders, or in the event of death of its shareholder. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of their parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

ARTICLE XXI - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida, and for the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. This Corporation shall have the power to enter into, or become a partner in, any arrangements of sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. This Corporation shall have the power to deny to the holders of common stock of this Corporation, any preemptive right to purchase or subscribe to any new issue of any type stock of this Corporation, and no shareholder shall have preemptive right to subscribe to any such stock.

C. This Corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his share, in accordance with the by-laws, adopted by the shareholders of this Corporation, setting forth the terms and conditions of such purchases; provided, however, the capital of this Corporation is not impaired.

D. This Corporation shall have the power to enter into for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) other retirement or incentive compensation plans, (7) health expense and insurance plan, or (8) health fitness plan, (9) life and disability insurance plan.

ARTICLE XXII - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

The directors of this Corporation shall have the power to make and amend the by-laws of this Corporation.

ARTICLE XXIII – ADOPTION OF AMENDMENTS

This amendment was adopted by the Board of Directors and does not require shareholder approval as no shares have been issued by this Corporation as of the date of amendment.

ARTICLE XXIV – EFFECTIVE DATE OF AMENDMENT

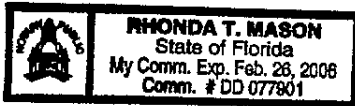
The effective date of these amendments to the articles of incorporation of QUERCUS, INC. shall be December 11, 2003.

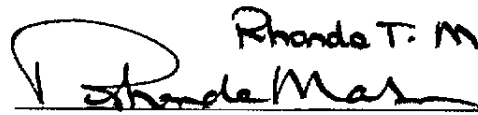
IN WITNESS WHEREOF, the undersigned being the Board of Directors, for the purpose of amending the Articles of Incorporation to perform services as aforesaid within the State of Florida, under the laws of the State of Florida, do make and file this instrument, hereby declaring and certifying that the facts herein stated are true, and hereunto setting his hand and seal this ____ day of December 2003.


JAMES M. WATSON

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared JAMES M. WATSON, who is personally known to me or who provided _____ as identification and under oath acknowledged that he executed the foregoing Articles of Incorporation for the purpose set forth therein on the 23 day of December 2003.




Rhonda T. MASON
NOTARY PUBLIC, State of Florida
My Commission Expires: Feb 26, 2006