

Florida Department of State

Division of Corporations Public Access System

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To:

Division of Corporations

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone : (305)634-3694

Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

lawnmover of oriente, inc.

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Certificate of Status	0
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ARTICLES OF INCORPORATION

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

LAWNMOVER OF ORIENTE, INC.

ARTICLE I CORPORATE NAME

The name of this corporation is Lawnmover of Oriente, Inc.

ARTICLE II INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

4190 E 4th Avenue Hialeah, FL 33013

ARTICLE III **SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

ARTICLE IV REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Mario E. Romero Lawnmover of Oriente, Inc. 6039 Collins Ave. S-1203 Dade County Miami Beach, FL 33140

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ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Mario E. Romero 4190 E 4th Avenue Hialeah, FL 33013

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into 3 classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

<u>Preemptive Rights.</u> The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

<u>Director or Officer Interest.</u> In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Elsa M. Cruz, Incorporator 6039 Collins Ave. S-1203

Miami Beach,, FL 33140

State	of Florida,	County	of Dade.	SS:
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Subscribed and sworn to (or affirmed) before me this 25 day of July 2003

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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 com--pliance with said Act.

That Lawnmover of Oriente Inc. desiring to organize under that Laws of State of Florida with its principal office as indicated in the Articles of Incorporation of the City of Miami, County of Dade, State of Florida, has named: Mario E.

Romero

Located at: 6039 Collins Ave S-1203, Miami Beach

State of Florida, County of Dade, at its agent to accept services of process withing this State.

Having been named to accept services 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 provision of said Act relative to keeping open said office.

Registered Agent

Mario E. Romero

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