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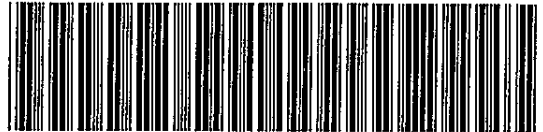
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03/29/04--01053--004 \*\*78.75

SECRETARY OF STATE  
FILING OFFICE

04 APR 19 AM 9:07

FILED

W04-13133  
94/L

## SIESKY, PILON & WOOD

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.  
Board Certified Real Estate Attorney  
SIESKY & WOOD, P.A.  
JAMES H. SIESKY  
DOUGLAS A. WOOD

SUITE 201, THE FAIRWAY BUILDING  
1000 TAMiami TRAIL NORTH  
NAPLES, FLORIDA 34102-5481

PATRICIA J. POTTER

March 26, 2004

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**FEDERAL EXPRESS**

**RE: Landscape Express, Inc.**

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, along with a check in the amount of \$78.75 for the filing fee. Please return a certified copy of the Articles to me as soon as possible.

If you have any questions or if additional information is required, please contact the undersigned.  
Thank you for your assistance.

Very truly yours,



Nicole Cantrell  
Legal Assistant



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 5, 2004

NICOLE CANTRELL  
SIESKY, PILON & WOOD  
1000 TAMiami TRAIL NORTH, STE. 201  
NAPLES, FL 34102-5481

SUBJECT: LANDSCAPE EXPRESS, INC.  
Ref. Number: W04000013133

We have received your document for LANDSCAPE EXPRESS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6878.

Alan Crum  
Document Specialist  
New Filings Section

Letter Number: 904A00022098

ARTICLES OF INCORPORATION  
OF  
LANDSCAPE EXPRESS, INC.

FILED  
04 APR 19 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of the corporation shall be: LANDSCAPE EXPRESS, INC.

ARTICLE II  
DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III  
INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be located at 1951 40th Terrace SW, Naples, FL 34116.

#### ARTICLE IV

##### PURPOSE

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

#### ARTICLE V

##### CAPITAL STOCK

The corporation is authorized to issue 7500 shares of 1.00 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

#### ARTICLE VI

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his 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.

#### ARTICLE VII

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is Siesky, Pilon & Wood, 1000 Tamiami Trail N., Suite 201, Naples, FL, 34102, and the name of the initial registered agent of the corporation at that address is James H. Siesky. The officers may from time to time select and so

communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one

(1). The names and street addresses of the initial directors are:

Angel Figueroa  
1951 40th Terrace SW  
Naples, FL 34116

Nancy Stella Figueroa  
1951 40th Terrace SW  
Naples, FL 34116.

#### ARTICLE IX

##### INCORPORATOR

The name and address of the person signing these Articles is:

Angel Figueroa  
1951 40th Terrace SW  
Naples, FL 34116.

#### ARTICLE X

##### BYLAWS

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

#### ARTICLE XI

##### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the **Preemptive Rights created in Article VI, is subject to this reservation.**

ARTICLE XII

S ELECTION

The Corporation elects to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372, Internal Revenue Code, and the proper officers of the corporation are authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 26 day of March, 2004.

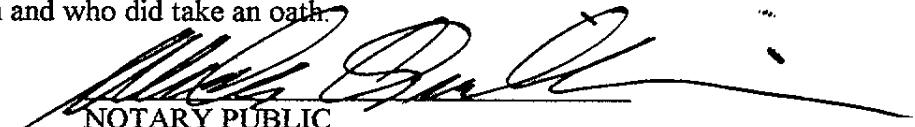


Angel Figueroa  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

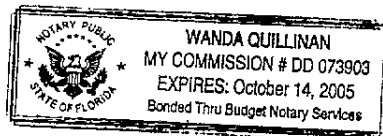
The foregoing instrument was acknowledged before me this 26 day of March, 2004, by Angel Figueroa, who is personally known to me or who has produced Fla. driver lic (type of identification) as identification and who did take an oath.

(SEAL)



NOTARY PUBLIC

My Commission Expires:



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

FILED  
04 APR 19 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

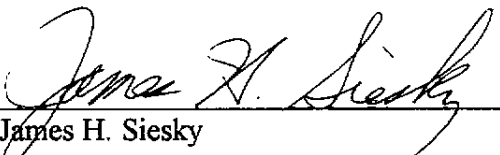
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT, LANDSCAPE EXPRESS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Naples, County of Collier, State of Florida, has named James H. Siesky located at Siesky, Pilon & Wood, 1000 Tamiami Trail N., Suite 201, Naples, FL, 34102, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process of 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.

By:

  
James H. Siesky