

Division of Corporations

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Florida Department of State

Division of Corporations

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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : VOIGT & VOIGT, P.A.
Account Number : I20030000017
Phone : (941) 925-2324
Fax Number : (941) 925-2924

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DIVISION OF CORPORATIONS
SECRETARY OF STATE

FLORIDA PROFIT CORPORATION OR P.A.

M & W TREE CORPORATION

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**ARTICLES OF INCORPORATION
OF
M & W TREE CORPORATION**

ARTICLE I - NAME

The name of this corporation is M & W TREE CORPORATION

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Hundred Fifty (750) shares of One Dollar (\$1.00) par value per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 8141 REGENTS COURT, UNIVERSITY PARK, FL 34201.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent of this corporation is STEPHEN F. VOIGT, ESQ., of VOIGT & VOIGT, P.A., and the address of the registered agent is 2042 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the

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business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have no directors.

ONE HUNDRED PERCENT (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE VIII - INITIAL OFFICER(S)/DIRECTOR(S)

The name of the initial officers of this corporation are: STEPHEN L. WOLFSON, as President and Treasurer; RANDALL L. MEYER, as Vice President and Secretary.

ARTICLE IX - INCORPORATOR

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

STEPHEN L. WOLFSON
8141 REGENTS COURT
UNIVERSITY PARK, FL 34201

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

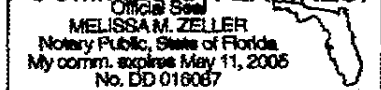
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of May, 2004.

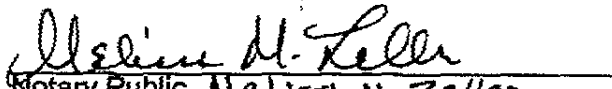

STEPHEN L. WOLFSON

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 26 day of May, 2004 by STEPHEN L. WOLFSON, who is personally known to me or who has produced a Driver's License as identification and who did take an oath.

MY COMMISSION EXPIRES:




Notary Public Melissa M. Zeller
(Print Name)

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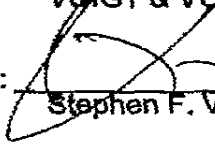
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CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

VOIGT & VOIGT, P.A.

BY:


Stephen F. Voigt, Esq.

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