

P04000102084

Florida Department of State
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To:

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

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.

prairie landscaping, inc.

| | |
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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 07 |
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TALLAHASSEE, FLORIDA

HD40000141502

ARTICLES OF INCORPORATION
OF
PRAIRIE LANDSCAPING, INC.

⑦

The undersigned incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the Corporation is PRAIRIE LANDSCAPING, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to provide landscaping and lawn maintenance, installation, design, and related services; sale of all related products and services; and to engage in any other lawful activities within the purposes for which corporations may be organized under the Florida Business Corporation Act.

The corporation shall exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, individuals, and with principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

Articles prepared by:
Sylvia Alarcon Sparler, Esq.
Florida Bar No. 900974
4200 South Dixie Highway
West Palm Beach, FL 33405
(561) 655-9400

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ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and the street address of the corporation in the State of Florida shall be:

Fernando Prada, 2479 Prairie Road, West Palm Beach, FL 33406

ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE

The initial principal office of the corporation shall be at 2479 Prairie Road, West Palm Beach, FL 33406. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII - 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 laws adopted by the stockholders, but shall never be less than two (2).

ARTICLE VIII - INITIAL DIRECTORS

The names of the initial directors of this corporation and their street address are:

FERNANDO PRADA, 2479 Prairie Road, West Palm Beach, FL 33406

REBECCA PRADA, 2479 Prairie Road, West Palm Beach, FL 33406

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX - INITIAL OFFICERS

The names of the initial officers of this corporation and their street address are:

FERNANDO PRADA, President and Treasurer, 2479 Prairie Road, West Palm Beach, FL 33406

REBECCA PRADA, Vice-President and Secretary, 2479 Prairie Road, West Palm Beach, FL 33406

The persons named as initial officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X - INCORPORATOR

The name and street address of the individual signing these Articles of Incorporation as the Incorporators are:

Fernando Prada, 2479 Prairie Road, West Palm Beach, FL 33406

ARTICLE XI - SHARE TRANSFER RESTRICTIONS

Pursuant to the authority of Sec. 607.0627, Fla. Stat., shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this article and which may also include the

corporation as a party. A copy of the written agreement, if any, may be obtained from the Corporation.

ARTICLE XII - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE XIII - CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XIV - 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 at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

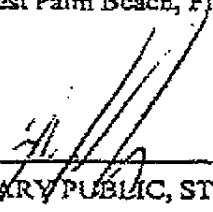
IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the ____ day of July, 2004.


FERNANDO PRADA

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared, FERNANDO PRADA to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at West Palm Beach, Florida this 7 day of ~~July~~, 2004.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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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**

Pursuant to Sec. 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

That PRAIRIE LANDSCAPING, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at West Palm Beach, Palm Beach County, Florida, has named FERNANDO PRADA, 2479 Prairie Road, West Palm Beach, FL 33406, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


FERNANDO PRADA

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Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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7/6/04

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To: Division of Corporations
Fax Number : (850) 205-0381
14650

From: Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP. (H04000140081)
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

This filing is being
submitted simultaneous
with the Certificate of
Limited Partnership of
Boca Holly Hill LP, Ltd.
This entity is
the General Partner

Thanks

FLORIDA PROFIT CORPORATION OR P.A.

Boca Holly Hill Partners, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 02 |
| Estimated Charge | \$87.50 |

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7/9/04
7/6/2004

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**ARTICLES OF INCORPORATION
OF
BOCA HOLLY HILL PARTNERS, INC.**

ARTICLE I - NAME

The name of this corporation is Boca Holly Hill Partners, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

321 East Hillsboro Boulevard
Deerfield Beach, Florida 33441.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, each share having a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

321 East Hillsboro Boulevard
Deerfield Beach, Florida 33441;

and the name and address of the initial registered agent of this corporation are:

Theodore R. Stotzer
321 East Hillsboro Boulevard
Deerfield Beach, Florida 33441.

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ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Theodore R. Stotzer
321 East Hillsboro Boulevard
Deerfield Beach, Florida 33441.

ARTICLE VIII - BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 6 day of July, 2004.


Theodore R. Stotzer, Incorporator and
Registered Agent

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