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A Court Forms Preparation Sevice

5510 River Road, Suite 109 New Port Richey, Fl. 34652 Telephone: (727) 847-6637 Faximile: (727) 847 0647 12 So. Main Street, Suite 2-C Brooksville, Fl. 34601

Toll Free:

1-877-847-6637

November 23, 2004

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: Matt Cunningham Lawn Care, Inc..

Enclosed herewith are the original and one copy of the Articles of Incorporation for Matt Cunningham Law Care, Inc., which was erroneously filed originally as Polo Enterprise, Inc. As per your instructions we have rewritten our Articles and request filing thereof. Also enclosed is our check in the amount of \$78.75 to defray the filing fee, designation of registered agent, certified copy and certificate of status.

Please return the certified copy of the Articles of Incorporation to this office upon successful filing.

Please contact our office if there are questions regarding this matter.

Your assistance in this matter is genuinely appreciated.

Sincerely,

Francis M. Sorgman, preparer 5510 River Road, Suite 109 New Port Richey, Fl. 34652 1-877-847-6637

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ARTICLES OF INCORPORATION Of MATT CUNNINGHAM LAWN CARE, INC.

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The undersigned acting as the Incorporator under Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The Name of the corporation is:

MATT CUNNINGHAM LAWN CARE, INC.

ARTICLE II - EFFECTIVE DATE AND DURATION

These Articles of Incorporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III – PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$5.00 per share.

ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The power of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors consisting of not less than one (1) person and not more than ten (10) persons. The initial number of Directors of the Corporation

ARTICLES OF INCORPORATION MATT CUNNINGHAM LAWN CARE, INC. Page 1 of 6

shall be two (2), provided, however, that such number may be changed pursuant to the Bylaws duly adopted by the Board. At all times the member of the Board of Directors shall be divided as equally as the number of Directors will permit into two (2) classes: Class 1, Class 2.

The term of office for all Directors shall be two (2) years except for the term of office of the initial Class 1 Director shall expire at the annual meeting next ensuing, the term of office of the initial Class 2 of Director(s) shall expire two (2) years thereafter.

The name and address of such initial members of the Board of Directors are as follows:

NAME:

Matthew D. Cunningham (Class 1)

ADDRESS:

4316 Beacon Square Drive

CITY:

Holiday, Florida 34691

PHONE:

(727) 844-5838

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Linda M. Cunningham (Class 2)

ADDRESS: CITY:

4316 Beacon Square Drive Holiday, Florida 34691

PHONE: (727) 844-5838

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It is the intent of these Articles that, at all times hereafter, the Directors shall be classified as to term of office in the manner herein above provided for in the initial Board, so that, as nearly as the number of Directors will permit, one-half of the Directors of this Corporation shall be elected at each annual meeting of the Corporation.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if a majority of members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be held with the minutes of the proceedings of the Board, and any such action by written

consent shall have the same force and effect as if taken by vote of the Directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by written consent of the Board of Directors without a meeting. Such a statement shall be prima facie evidence of such authority.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of the Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Title Name

President Matthew D. Cunningham

Vice President Matthew D. Cunningham

Secretary & Treasurer Linda M. Cunningham

ARTICLE VI - INITIAL PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

Principle Place of Business: 4316 Beacon Square Dr., Holiday, Florida 34691

Mailing Address: 4316 Beacon Square Dr., Holiday, Florida 34691

1 2 <u> ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT</u> 3 4 The street address of the initial registered office and the name of the initial registered 5 agent at that office are: б NAME: Linda M. Cunningham 7 ADDRESS: 4316 Beacon Square Drive 8 Holiday, Florida 34691 CITY: PHONE: (727) 844-5838 9 10 **ARTICLE VIII - INCORPORATORS** 11 The names and addresses of the Incorporator signing these Articles of Incorporation is as follows: 12 NAME: Matthew D. Cunningham 13 4316 Beacon Square Drive ADDRESS: Holiday, Florida 34691 14 CITY: PHONE: (727) 844-5838 15 16 NAME: Linda M. Cunningham

4316 Beacon Square Drive

Holiday, Florida 34691

(727) 844-5838

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ADDRESS:

CITY: PHONE:

ARTICLES IX - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

By major vote of the stockholders

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ARTICLES OF INCORPORATION
MATT CUNNINGHAM LAWN CARE, INC.
Page 4 of 6

ARTICLE X – LIMITATION OF CORPORATION OF POWERS

The corporate powers of this corporation are as provided in FS § 607.0302, unless limited as follows: There are no limitations expressed, implied or contemplated.

The undersigned Incorporators have executed these articles of incorporation on this

23 day of 100 , 2004	
X Mattey Cenningham Signature of Incorporator	X Linda M. Cunningham Signature of Incorporator
Matthew D. Cunningham	Linda M. Cunningham

Matthew D. Cunningham
Typed name of Incorporator signing

б

Typed name of Incorporator signing

CITY:

PHONE:

PURSUANT TO **FS § 607.052**, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at, 4316 Beacon Square Dr., Holiday, Florida 34691, has named Linda M. Cunningham, located at the aforesaid address, as its registered agent to accept service of process within the state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Signature)

NAME: Linda M. Cunningham ADDRESS: 4316 Beacon Square D

4316 Beacon Square Drive

Holiday, Florida 34691 (727) 844-5838

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