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### GRIECO & SCALERA, P.A.

ATTORNEYS AND COUNSELORS AT LAW 3109 45TH STREET, SUITE 100 WEST PALM BEACH, FLORIDA 33407

MARK M. GRIECO

TELEPHONE (561) 687-0748 FACSIMILE (561) 687-8010 D.J. "JACK" SCALERA, III

#### TRANSMITTAL LETTER

November 4, 2004

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

Subject: AV Lawn Maintenance and Landscaping, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75. Please file these documents.

Sincerely,

Mark M. Grieco

Enclosures



#### FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

November 10, 2004

MARK M GRIECO ESQ 3109 45TH STREET SUITE 100 WEST PALM BEACH, FL 33407

SUBJECT: AV LAWN MAINTENANCE AND LANDSCAPING, INC.

Ref. Number: W04000041353

We have received your document for AV LAWN MAINTENANCE AND LANDSCAPING, 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 registered agent must sign accepting the designation.

An effective date <u>may</u> be added to the Articles of Incorporation <u>if a 2005 date is needed</u>, otherwise the date of receipt will be the file date. <u>A separate article must be added to the Articles of Incorporation for the effective date.</u>

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) 245-6931.

Letter Number: 804A00064416

Becky McKnight Document Specialist New Filings Section

## ARTICLES OF INCORPORATION OF AV LAWN MAINTENANCE AND LANDSCAPING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

#### ARTICLE I: NAME

The name of the corporation shall be AV Lawn Maintenance and Landscaping, Inc.

#### ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2178 W. Palma Circle, West Palm Beach, FL 33415.

#### ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

#### ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Mark M. Grieco, Esq. and the address is 3109 45th Street, West Palm Beach, FL 33407.

#### ARTICLE V INCORPORATOR

The name and address of the person signing these Articles is as follows: Angel Valentin and the address is 2178 W. Palma Circle, West Palm Beach, FL 33415.

#### ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

#### ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation is as follows:

Angel Valentin 2178 W. Palma Circle, West Palm Beach, Fl. 33415

Damaris Valentin 2178 W. Palma Circle, West Palm Beach, FL 33415

#### ARTICLE VIII BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of the stock issued and entitled to be voted, 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.

propor , 2004.

The undersigned has executed these Articles of Incorporation this

#### CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, the undersigned, 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.

- 1. The name of the company is: AV Lawn Maintenance and Landscaping, Inc.
- 2. The name and address of the registered agent and office is:

Mark Grieco 3109 45th Street West Palm Beach, FL 33407

Date: 11-2-04

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 <u>Men Sm</u>

Date: 11-18-61

3