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(Requestor's Name)

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(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

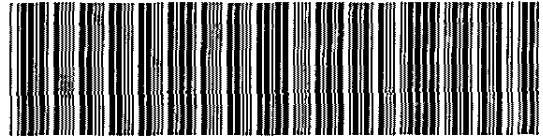
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05 JAN 20 PM 3:56

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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2005 JAN 20 PM 1:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Ortega Brokering +  
Landscaping Inc.

Signature \_\_\_\_\_

Requested by: WL

Name \_\_\_\_\_

Date 1/20

Time 4:00

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**FILED**

**ARTICLES OF INCORPORATION  
OF  
ORTEGA BROKERING & LANDSCAPING INC.**

2005 JAN 20 P 1:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be: ORTEGA BROKERING & LANDSCAPING INC.

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

**ARTICLE III**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the State of Florida and of the United States of America. In addition, the purpose of this Corporation is to Purchase for Re-sale potted plants and trees, and field grown plants and trees from wholesales; and in turn to sell to Nurseries. To perform landscaping projects as requested.

**ARTICLE IV**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock to have

outstanding is 500 shares of Common Stock of a par value of One (\$1.00) Dollar per share. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

## **ARTICLE V**

The principal and mailing address of the corporation in the State of Florida is: 20490 SW 196 STREET, MIAMI, FLORIDA 33187.

The name of the initial registered agent of this corporation is: OSMANY ORTEGA, 20490 SW 196 STREET, MIAMI, FLORIDA 33187.

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTOR(S)**

The corporation shall have two (1) director(s) initially. The number of director(s) may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The name and street address of the initial director(s) of this corporation is: OSMANY ORTEGA, to serve as President, 20490 SW 196 STREET, MIAMI, FLORIDA 33187.

## **ARTICLE VII**

### **INCORPORATOR(S)**

The name and address of the incorporator(s) to these Articles of Incorporation are: Osmany Ortega, to serve as President, 20490 SW 196 Street, Miami, Florida 33187.

## **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 INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise.

## **ARTICLE X AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

## **ARTICLE XI BUY-OUT PROVISION**

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

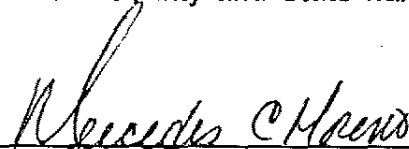
IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation this 13 day of January, 2005.

  
OSMANY ORTEGA

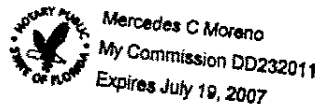
STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments personally appeared Osmany Ortega, to me known to be the person(s) described as Subscriber(s) in, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 13 day of January, 2005.

  
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, **ORTEGA BROKERING AND 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 the City of Miami, County of Miami-Dade, State of Florida, has designated Osmany Ortega 20490 SW 196 Street, Miami, Florida 33187, as its agent to accept service of process within this State.

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

Dated this 13 day of January, 2005.

BY: \_\_\_\_\_

**OSMANY ORTEGA**  
Registered Agent

2005 JAN 20 P 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**