

P05000024599

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

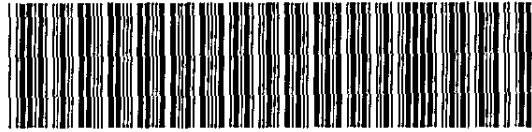
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Amended & Restated

06 MAR -2 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

06 MAR -2 PM 12:42
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

RECEIVED

DR
3/3/06



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 897204 94956A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 43.75

ORDER DATE : March 2, 2006
ORDER TIME : 11:13 AM
ORDER NO. : 897204-010
CUSTOMER NO: 94956A

DOMESTIC AMENDMENT FILING

NAME: GREYSTONE INC. LANDSCAPE
DESIGN & CONSTRUCTION

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 AMENDED AND RESTATED ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake -- EXT# 2959

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
GREYSTONE INC. LANDSCAPE DESIGN & CONSTRUCTION**

05 MAR -2 PM 2:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending and restating the articles of incorporation of Greystone Inc. Landscape Design & Construction pursuant to the Florida General Corporation Act, do hereby adopt the following amended and restated articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is: Greystone, Inc. Landscape Design & Construction

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

To engage in all lawful business permitted in the State of Florida including but not limited to landscape contracting, site grading and landscape architectural design.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

**ARTICLE FIVE
CAPITAL STRUCTURE**

The corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock will issued and transferred to: (1) Natural persons, (2) (Estates), or (3) A trust as described in title 26 United States Code Section 1371 defining as a qualified "Small Business Corporation". No stock shall be issued or transferred to a non resident alien. All such shares shall be labeled common stock.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 9131 College Parkway, Unit B-13, Fort Myers, Lee County Florida 33907 and the name of its initial registered agent at such address, is Thomas W. Smith.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is two (2). The name, title and address of each person who is to serve as a member of the initial board of directors is:

Name/Title	Address
William E. Pysi, Director	2149 McGregor Boulevard, Suite 2 Fort Myers, Florida 33901
Thomas W. Smith, Director	9131 College Parkway Unit B-13 Fort Myers, Florida 33907

**ARTICLE EIGHT
INCORPORATORS**

The name and address of each incorporator is Mindy K. Smith.

**ARTICLE NINE
OFFICERS**

The officers of the corporation shall be a president, chief executive officer, secretary and treasurer of the corporation. The initial officers shall be:

Name	Office
William E. Pysi	Chief Executive Officer/Treasurer
Thomas W. Smith	President/Secretary

The stockholders of the corporation upon majority vote shall have the power to adopt, amend or repeal the bylaws of the corporation. The changes made to said incorporation shall be the exclusive province of the shareholders.

**ARTICLE TEN
PRINCIPAL OFFICE**

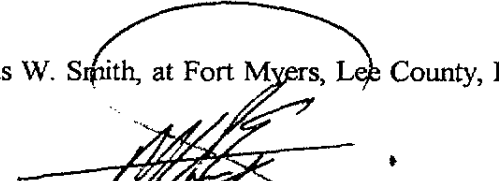
The address of the principal office of Greystone, Inc. Landscape & Construction in this State is 9131 College Parkway, Unit B-13, Fort Myers, Lee County Florida 33907. The principal office and registered office are at the same address.

**ARTICLE ELEVEN
INITIAL SHARES**

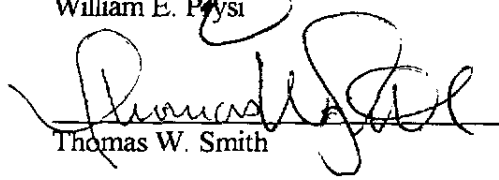
The shares of this corporation shall be owned in the following amounts by the following individuals:

Name	Number of Shares
William E. Pysi	550
Thomas W. Smith	450

Executed by, William E. Pysi and Thomas W. Smith, at Fort Myers, Lee County, Florida on the 24th day of January, 2006.



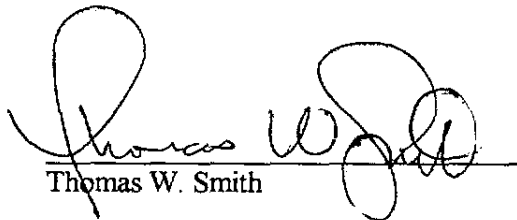
William E. Pysi



Thomas W. Smith

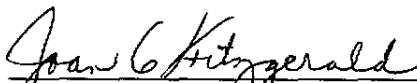
ACCEPTANCE BY REGISTERED AGENT

Before me Thomas W. Smith appeared this 24 day of January, 2006 and hereby acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for Greystone, Inc. and certifies that the address listed above is a true and correct address for this registered agent.


Thomas W. Smith

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 24 day of January, 2006, by Thomas W. Smith, and he/she is personally known to me, **OR** has produced _____ as identification.


Notary Name: Joan E. FITZGERALD
Serial (Commission) Number
(if any) # DD460040

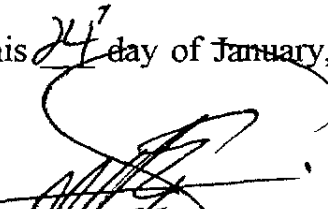
(NOTARY STAMP)

NOTARY PUBLIC-STATE OF FLORIDA
 Joan E. Fitzgerald
Commission # DD460040
Expires: SEP 10, 2009
Bonded thru Atlantic Bonding Co., Inc.

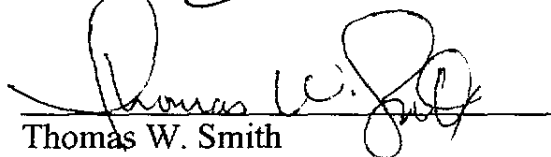
**CERTIFICATE IN SUPPORT OF AMENDMENT
AND RESTATEMENT OF ARTICLES OF INCORPORATION
FOR GREYSTONE INC. LANDSCAPE DESIGN & CONSTRUCTION**

The undersigned, all shareholders and directors of Greystone Inc. Landscape & Construction ("Corporation"), hereby certify that the Amended and Restated Articles of Incorporation ("Amended Articles") executed and adopted by the undersigned on January 12, 2005 required shareholder approval and all of the shareholders of the Corporation unanimously approved the adoption of the Amended Articles and the votes cast for the adoption of the Amended Articles was sufficient to approve the adoption.

The foregoing certificate was executed this 24th day of January, 2006 by the following:



William E. Prys



Thomas W. Smith