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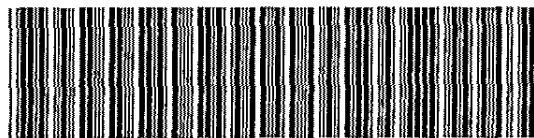
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 APR 18 PM 2:38

J. Shivers APR 21 2005

LAW OFFICES  
**GARY J. HAUSLER**

GARY J. HAUSLER  
(MEMBER OF FLORIDA, WASH D.C., & N.Y. BARS)

April 15, 2005

950 N. COLLIER BLVD.  
SUITE 301  
THE SUNTRUST BUILDING  
MARCO ISLAND, FL 34145

(239) 394-3171  
FAX (239) 394-4858

Secretary of State  
Corporations Division  
Att.: New Filings  
409 East Gaines Street  
Tallahassee, FL 32399

VIA FEDEAL EXPRESS

RE: Incorporation of MARCO MULCH, INC.

Dear Sir:

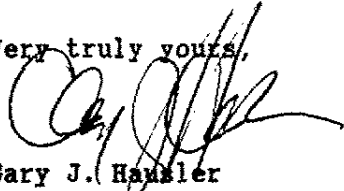
Enclosed herewith please find the following documents with respect to the filing of a new corporation entitled: MARCO MULCH, INC.:

1. Original and one (1) copy of ARTICLES OF INCORPORATION;
2. The undersigned's escrow account check in the amount of \$78.75 as and for your filing fee;

Please proceed to file the enclosed original Articles and return a copy of the filed Articles of Incorporation for my file.

Thank you for your anticipated cooperation.

Very truly yours,

  
Gary J. Hausler

GJH:ct  
Encs.

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ARTICLES OF INCORPORATION

OF

MARCO MULCH, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: MARCO MULCH, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is:

1. To engage in the lawn and landscaping business servicing the public, and related and incidental business in connection with said business; and
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the same.

ARTICLE IV

The aggregate number of shares, which the corporation is authorized to issue, is FIVE HUNDRED (500) shares. Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar per share.

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## ARTICLE V

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 thirty-five persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

## ARTICLE VI

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offering shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately following his death on the terms set forth above, and this provision shall be binding on the executor, administer, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have typed, printed or stamped thereon the following legend:

“These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the Corporation.”

## ARTICLE VII

The street address of the initial registered office of the corporation is: 950 North Collier Boulevard, Suite 301, Marco Island, Collier County, Florida 34145, and the name of its initial registered agent at such address is GARY J. HAUSLER, ESQ.

## ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of this person who is to serve as the member of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
KEVIN SHATTUCK	441 Hartley Street Marco Island, FL 34145

## ARTICLE IX

The name and address of the incorporator is:

KEVIN SHATTUCK	441 Hartley Street Marco Island, FL 34145
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## ARTICLE X

The name and address of the subscriber to the stock of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
KEVIN SHATTUCK	441 Hartley Street Marco Island, FL 34145

## ARTICLE XI

The principal place of business and mailing address of the corporation is  
441 Hartley Street, Marco Island, FL 34145.

EXECUTED by the undersigned on April 14, 2005 at Marco Island, Florida.

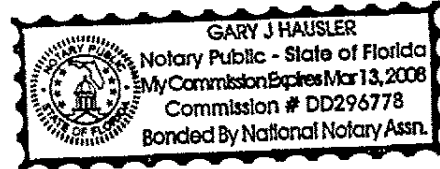
K.D. Shattuck  
KEVIN SHATTUCK

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of April,  
2005, by KEVIN SHATTUCK, who is personally known to me and who did not take an  
oath.

Gary J. Hausler  
Notary Public

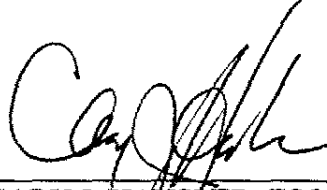
My Commission Expires:



ACKNOWLEDGMENT BY REGISTERED AGENT

GARY J. HAUSLER, ESQ., having been named Resident Agent in the Articles of Incorporation, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida General Corporation Act.

Dated: APRIL 14, 2005

  
GARY J. HAUSLER, ESQ.

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