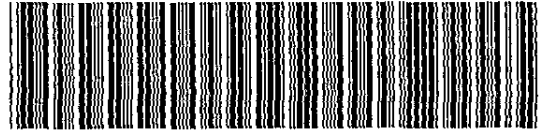


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FROM: (PLEASE PRINT) PHONE ( )  
M.A. HERNANDEZ, PA  
P.O. Box 57487  
JACKSONVILLE, FL.  
32241-7487



900062741399

(City/State/Zip/Phone #)

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*[Handwritten Signature]*

ARTICLES OF INCORPORATION  
OF  
SHAPING UP, INC.

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, effective January 3, 2006.

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I

The name of this corporation is Shaping Up, Inc.

ARTICLE II

The general nature of this business to be transacted by this corporation is commercial & residential lawn maintenance and related services.

1. To engage in any activity or business permitted under the laws of the United States and of this state.
2. To the same extent as a natural person might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary convenient, or appropriate for any of the purposes herein expressed.
3. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in and deal in and with, goods, wares, merchandise, real and personal property and services of every class, kind and description, now or hereafter permitted by law.
4. To conduct business in, have one or more offices in, and to buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and all other states and countries.
5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, or other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.
6. To purchase the corporation assets of any other corporation and engage in the same or other character of business.
7. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, and any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.
8. To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers and is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or to restrict in any manner the powers of this corporation.

### ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of \$1.00 par value common stock which may be issued under Section 1244 of the Internal Revenue Code, allowing a limited ordinary loss to individuals on stock of a Small Business Corporation.

### ARTICLE IV

This corporation is to exist perpetually. The corporation existence is to commence upon incorporation.

### ARTICLE V

The amount of capital with which this corporation will begin business is One Hundred Dollars and no/100-- (\$100.00). Stock ownership is to be as follows:

JAMES MCDONALD - 100 %

### ARTICLE VI

The initial address of the principal and registered office of this corporation in the State of Florida is 3617 Crown Point Road, Suite # 8, Jacksonville, Florida, 32257.

The initial Registered Agent of this corporation is Meredith Allen Hernandez.

The Board of Directors may from time to time move the principal office to any other address in Florida.

### ARTICLE VII

This corporation shall have 1 director (s) initially. The number of directors may be increased from time to time by By-Law adopted by the Stockholders. The number may also decrease to one (1). The officers shall consist of :

JAMES MCDONALD - President, Secretary, Treasurer

### ARTICLE VIII

The names and addresses of the members of the first Board of Directors are:

JAMES MCDONALD  
P. O. Box 57487  
Jacksonville, FL 32241-7487

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation, may serve at any time, have served as directors and officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be creditor, and their respective heirs, personal representatives, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or a part, or which may be asserted against them or any of them, by reason of being or having been directors or officers or as a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action suit, or proceeding to be liable for own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of Stockholder, or otherwise.

ARTICLE X

The post office address of the subscriber to these Articles of Incorporation is:

P. O. Box 24668  
Jacksonville, FL 32241-4668

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of stock entitled to vote thereon.

THESE ARTICLES OF INCORPORATION ARE SUBSCRIBED TO ON Jan 2, 2006  
A.D. BY:

[Signature]

STATE OF FLORIDA  
COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgments, personally appeared \_\_\_\_\_ to me well known or known to me to be the person described as subscribers in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and seal in the County and State named above, this 2 day of Jan, 2006

[Signature]  
MEREDITH ALLEN HERNANDEZ  
Notary Public, State of Florida at Large

My Commission expires:



Meredith Allen Hernandez  
MY COMMISSION # DD171644 EXPIRES  
February 16, 2007  
BONDED THRU TROY FAIR INSURANCE, INC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

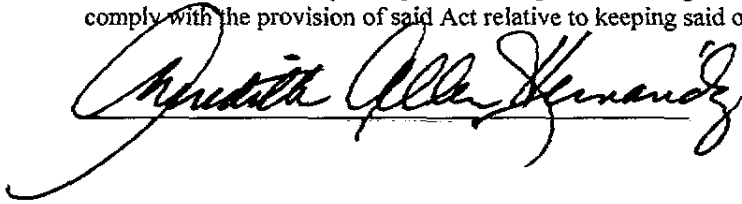
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

SHAPING UP, INC.

Desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 3617 Crown Point Road, Suite # 8, Jacksonville, State of Florida, has named Meredith Allen Hernandez, 3617 Crown Point Road, Suite # 8, Jacksonville, ( P. O. Box 57487, 32241), Jacksonville, County of Duval, State of Florida, as its registered agent to accept due process.

**ACKNOWLEDGEMENT:**

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



**FILED**  
06 JAN -5 PM 3: 19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA