

FE 23. 2006 AM CAPITAL CONNECTION NO. 81 P 1
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FLORIDA PROFIT/NON PROFIT CORPORATION

SUNRAY LANDSCAPING, INC.

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ARTICLES OF INCORPORATION
OF
SUNRAY LANDSCAPING, INC.

The undersigned, desiring to form a corporation under the provisions of Sections 607 *et seq.*, Florida Business Corporation Act, as amended, hereby sets forth the following:

Article I. **Name & Address.** The name and principal office address of this Corporation is SUNRAY LANDSCAPING, INC., 11125 Park Blvd, Suite 104-101, Seminole, FL 33772.

Article II. **Mailing Address.** The Corporation's mailing address is SUNRAY LANDSCAPING, INC., 11125 Park Blvd, Suite 104-101, Seminole, FL 33772.

Article III. **Duration.** This Corporation shall exist perpetually, commencing as of the date of execution of these Articles.

Article IV. **Purpose.** This Corporation is organized for the purpose of transacting any and all lawful business.

Article V. **Stock.** This Corporation is authorized to issue 1,000,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article VI. **Officers.** The initial Officer of this Corporation is TODD M. CRALLEY, 11125 Park Blvd, Suite 104-101, Seminole, FL 33772

Article VII. **Directors.** The initial Board of Directors of this Corporation shall consist of two members. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one member. The names and addresses of the initial directors of this Corporation are TODD M. CRALLEY, 11125 Park Blvd, Suite 104-101, Seminole, FL 33772 and JACQUELINE K. CRALLEY, 11125 Park Blvd, Suite 104-101, Seminole, FL 33772.

Article VIII. **Registered Agent.** The name of the initial registered agent and the street address of the initial registered office of this Corporation is RICK W. SADORF, ESQ., Lester, Wilkinson & Sadorf, LLC, 2201 NE Coachman Road, #102, Clearwater, FL 33765

Article IX. **Incorporator.** The name and address of the person signing these Articles as Incorporator is RICK W. SADORF, ESQ., Lester, Wilkinson & Sadorf, LLC, 2201 NE Coachman Road, #102, Clearwater, FL 33765.

Article X. **Pre-Emptive Right.** Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or

not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty (30) days of his receipt of a written notice from this Corporation inviting him to exercise such right.

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

Article XII. **Bylaws.** The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

Article XIII. **Amendments.** This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

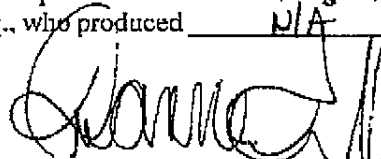
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of February, 2006.



RICK W. SADORF, Esq., Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of February, 2006, by Rick W. Sadorf, Esq., who produced N/A as proof of identification.



Notary Public, State of Florida



Dianne Lynn Griffith
Commission # DD475076
Expires September 23, 2009
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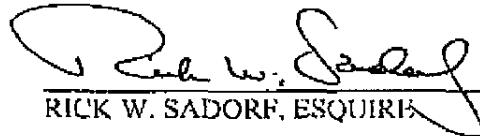
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ACCEPTANCE BY REGISTERED AGENT

I having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

DATED this 22nd day of February, 2006



RICK W. SADORF, ESQUIRE

"Registered Agent"

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