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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
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LAW OFFICES

JERROLD A. COFF, P.A.

BANK OF AMERICA BUILDING
SUITE 1400
401 E. LAS OLAS BOULEVARD
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE: (954) 927-1070
FAX: (954) 927-2070

May 25, 2006

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

RE: Superior Landscape and Tree Farm, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is our check in the amount of \$122.50 representing the following:

Filing fee:	\$ 35.00
Registered Agent's Certificate:	35.00
Certified Copy:	<u>52.50</u>

TOTAL:	<u>\$122.50</u>
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Please return the certified copy of the Articles to the undersigned. Thank you for your cooperation. Please phone me if you have any questions.

Very truly yours,


JERROLD A. COFF

JAC:ccm

cc: Sal Rassi

corp.article.ltr

**ARTICLES OF INCORPORATION
OF
SUPERIOR LANDSCAPE AND TREE FARM, INC.**

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06 MAY 30 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

SUPERIOR LANDSCAPE AND TREE FARM, INC.

ARTICLE II

This corporation shall commence its perpetual existence on the date of filing.

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
One Thousand (1000)	\$1.00	Common

All of said stock shall be payable in cash, property; real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows: Orlando Otero

2200 N.W. 23rd Avenue, Miami, Florida 33142.

ARTICLE VI

This corporation shall have at least one (1) director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that this corporation be managed by the shareholders. The name and address of the one (1) director of this corporation, who shall hold office for the first year or until his successors are duly elected and qualified, shall be:

Orlando Otero, 2200 N.W. 23rd Avenue, Miami, Florida 33142.

ARTICLE VII

The name and address of the Incorporator is:

Orlando Otero, 2200 N.W. 23rd Avenue, Miami, Florida 33142.

ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. This corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to this corporation.

ARTICLE IX

By duly adopted action by the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, to the extent permitted by law, now existing or hereinafter enacted, including, without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they

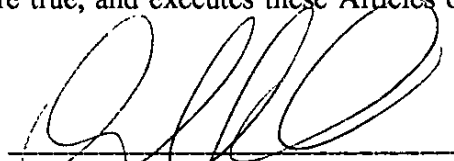
or any of them are made parties or a party by reason of being or having been directors or officers, or a director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreements, votes of stockholders or directors, Chapter 607, Florida Statutes, or otherwise.

ARTICLE X

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer or are directors of officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without

regard to the fact that he also is a director of such subsidiary or controlled company.

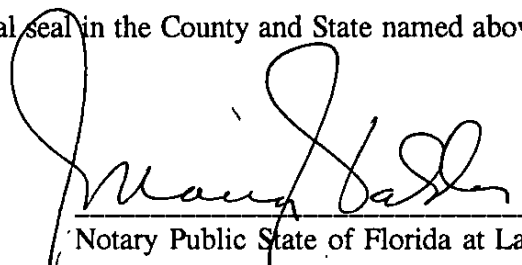
IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and outside the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 17th day of May, 2006.


Orlando Otero, Incorporator

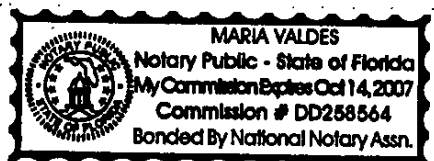
STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ORLANDO OTERO, to me known to be the person described in, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 17th day of May, 2006.


Notary Public State of Florida at Large

My Commission Expires:
Personally known: X
Provided Identification:



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in Compliance with said Act:

Superior Landscape and Tree Farm, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 2200 N.W. 23rd Avenue, Miami, Florida 33142, has named ORLANDO OTERO, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

ORLANDO OTERO

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

By: 
Orlando Otero, Registered Agent

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06 MAY 30 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA