

PO7000004112

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

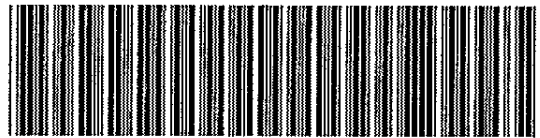
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

~~W06-52725~~

Office Use Only

[Handwritten signature]
1/10/2



100082268611

12/05/06--01037--011 **85.00

FILED
07 JAN -9 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Law Offices

Stephen N. Rosenthal

Mailing Address

20533 Biscayne Boulevard, #265

Aventura, Florida 33180

Downtown Office
25 West Flagler Street
Suite 1040
Miami, Florida 33130

November 16, 2006

Telephone: (305) 931-1115
"Fax": (305) 931-1180

Florida Department of State
Division of Corporations &
Limited Liability Companies
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation on behalf of Discount
Tree Service, Inc.

To Whom It May Concern:

Please be advised that the undersigned attorney represents Discount Tree Service, Inc.

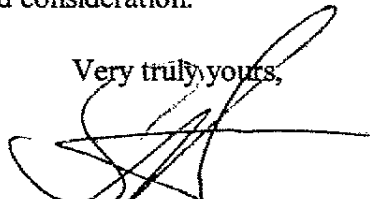
Pursuant to same, on October 31, 2006 a Closing was held whereby all assets and items belonging to Discount Tree Service, Inc. which was previously filed with your Department on November 2, 2005 had been conveyed. The document number with respect to the former Discount Tree Service, Inc. was P05000147343.

In any event, as part of this transaction, minutes and resolutions were executed serving to authorize that Discount Tree Service, Inc. become available as a name with respect to the Secretary of State. I am also enclosing a copy of the Corporation Resolutions, and in particular paragraph 2 specifically provides that the enclosed Articles of Incorporation may be filed with the Secretary of State and that the name would become available.

As such, I would appreciate your filing the enclosed Articles and thereafter returning a copy of same to my office.

Thank you for your courtesy and consideration.

Very truly yours,



STEPHEN N. ROSENTHAL

SNR:laa
Encl.

*Please retain an
overage on my check.*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 6, 2006

LAW OFFICE OF STEPHEN N. ROSENTHAL
20533 BISCAYNE BOULEVARD
#265
AVENTURA, FL 33180

SUBJECT: DISCOUNT TREE SERVICE, INC.
Ref. Number: W06000052725

*your copy
for reference*

We have received your document for DISCOUNT TREE SERVICE, INC.. However, the document has not been filed and is being returned for the following:

NOTE: UNTIL THE BELOW CORPORATION FILE ARTICLES OF DISSOLUTION WITH THE STATE THE NAME REMAIN UNAVAILABLE TO ANY OTHER PARTIES.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P05000147343 - DISCOUNT TREE SERVICE, INC..

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filing Section

Letter Number: 306A00069908

RECEIVED
07 JAN - 8 PM 3:25

FILED

2007 JAN -9 PM 5:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DISCOUNT TREE SERVICE, INC.

THE UNDERSIGNED do hereby associate for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be: Discount Tree Service, Inc.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of providing landscape, grinding, tree removal service, gardening together with any and all acts related and/or necessary to the operation of said business.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation shall be authorized to issue capital stock in the following manner, to-wit:
(100) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be URIEL SALGADO, and the Registered Office shall be located at 711 S.W. 73rd Avenue, Miami, Florida 33144, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles in Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
URIEL SALGADO	711 S.W. 73 rd Avenue, Miami, FL. 33144

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
URIEL SALGADO	711 S.W. 73 rd Avenue, Miami, FL. 33144

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
URIEL SALGADO	711 S.W. 73 rd Avenue Miami, Florida 33144	100	\$ 1,000.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Officer and Director of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees incurred or imposed upon such Director or

Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.


XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set by hand and seal at Miami, Dade County, Florida, this 31st day of October, 2006.

 (SEAL)
URIEL SALGADO

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14 day of November, 2006, by URIEL SALGADO, who is personally known to me or has produced his license as identification and who did (did not) take an oath; by _____ who is personally known to me or who has produced Fl. Driver's License as identification and who did (did not) take an oath.



Richard A. Golden
Commission #DD228178
Expires: Jul 01, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

Notary Public, State of Florida at Large

My Commission Expires:

**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of DISCOUNT TREE SERVICE, INC. and agree to serve as its Registered Agent, to accept service of process within the State at its Registered Office located at 711 S.W. 73rd Avenue, Miami, Florida 33144.

Uriel Salgado

Uriel Salgado, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 JAN -9 PM 5:10

FILED

"A" and "B" hereto, and that in accordance therewith it is agreed that necessary and proper action shall be taken to duly transfer any title as deemed reasonably and commercially necessary in and to the subject items of personal property and/or assets.

Upon Motion duly made, seconded and carried it is further resolved that A. Salgado, Corp. shall be entitle to open any bank accounts deemed necessary and/or appropriate for the operation of their business, including but not limited to, under the name Discount Tree Service, Inc., and shall be also authorized and empowered to obtain all licenses, occupational and otherwise necessary and proper for their operation of said business entity under the name Discount Tree Service, Inc.

Upon Motion duly made, seconded and carried, it is further resolved that A. Salgado, Corp. shall be responsible for the payment of any and all obligations with respect to the operation of said Corporation and/or Discount Tree Service, Inc. subsequent to October 31, 2006, and accordingly they agreed to indemnify and hold the former Officers, Directors and Shareholders of Discount Tree Service, Inc. harmless with respect thereto.

Upon Motion duly made, seconded and carried it is also resolved that A. Salgado Corp. and/or their authorized Officers and Directors shall execute these Minutes of Special Meeting serving to further approve and ratify the respective obligations as created herein and above.

Upon Motion duly made, seconded and carried it is also resolved that the authorizations as contained herein and asset transfers applied to Ten Angels Corporation to be used interchangeably by A. Salgado, Corp. as they deem necessary and/or proper. All indemnifications, obligations and matters with respect to A. Salgado, Corp. are applicable to Ten Angels Corporation.

pursuant to which those assets as reflected on Exhibit "A" hereto were duly conveyed and transferred onto A. Salgado, Corp.

Upon further Motion duly made, seconded and carried, it was further resolved that the telephone numbers and items as also set forth on Exhibit "B" hereto were conveyed and authorized.

Upon Motion also made, seconded and carried, it was resolved that all Officers and Directors of Discount Tree Service, Inc. are authorized and empowered to resign from said Corporate entity, and that in accordance therewith the resignations were duly accepted.

Upon Motion duly made, seconded and carried, it was further agreed that with the exception of any liabilities for encumbrances and liens affecting Discount Tree Service, Inc. prior to October 31, 2006, that all further obligations, liabilities and matters affecting this Corporate entity are duly assumed by A. Salgado, Corp. which entity further agrees to indemnify and hold harmless all Officers, Directors and Shareholders of Discount Tree Service, Inc. from any and all liabilities and/or obligations incurred subsequent to October 31, 2006.

Upon Motion duly made, seconded and carried, it is further resolved that A. Salgado, Corp. and/or its assigns are authorized to file for and use the name of Discount Tree Service, Inc., and are further authorized and empowered, subject to their decision, to file Articles of Incorporation with the Secretary of State and/or an appropriate fictitious name Affidavit authorizing and empowering them to utilize said name.

Upon Motion duly made, seconded and carried, it is further resolved that A. Salgado, Corp. shall have and assume all liabilities with respect to any items i.e. assets conveyed and/or transferred pursuant to their purchase from Discount Tree Service, Inc. as reflected by Exhibits

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS

OF

DISCOUNT TREE SERVICE, INC.

This Special Meeting of the Officers, Shareholders and Board of Directors of Discount Tree Service, Inc. was held on the date and time and at the place set forth in the written Waiver of Notice signed by all of the Directors, fixing such time and place, and prefixed to the Minutes of this Meeting.

That present at the above meeting were all Officers and Directors of Discount Tree Service, Inc.

The meeting was called to order by Gustavo Perez, the President of the Corporation, who also served as Chair-Person of the Special Meeting, and the Secretary of the Corporation whereupon the duties of the Secretary were announced and the meeting called to order.

The President, Secretary and Chair-Person thereupon presented to the meeting documentation with respect to the sale of all assets of Discount Tree Service, Inc., and further said meeting was called to order for the purpose of transacting the following:

A. To vote upon the purchase and sale of Discount Tree Service, Inc. by that certain entity known as A. Salgado, Corp.; and,

B. To transact such other business as may be necessary and proper to effectuate the Sale of Assets of Discount Tree Service, Inc. onto A. Salgado, Corp.

That upon Motion duly made, seconded and carried, it was duly approved and resolved as follows:

1. That the Sale of Assets of Discount Tree Service, Inc. be and the same are approved,