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# **LAZARUS CORPORATE FILING SERVICE**

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Profit Not for Profit Limited Liability Domestication Other	AMENDMENTS  Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger
Annual Report Fictitious Name	REGISTRATION/QUALIFICATION  Foreign Limited Partnership Reinstatement Trademark Other
	Examiner's Initials

# ARTICLES OF INCORPORATION

The name and mailing address of this corporation shall be a

PLEITEZ LANDSCAPING, CORP. 854 West 37 street Hialeah Florida 33012

2007 MAR 22 AH 9: 40
SECRETARY OF STATE
TABLAHASSEE, FLORIDA

## ARTICLE II - DURATION

This componation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incomponation by the initial subscribers.

## ARTICLE III - PURPOSE

Effective Date 3-20-07

This componation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

## ARTICLE IV - CAPITAL STUCK

This componation is authorized to issue 500 (FIVE HUNDRED) shares \$1.00 (ONE DOLLAR) per value.

Shares may be issued for such consideration as is determinated from time to time by the stockholders.

This power which is herely reserved unto the stockholders by right, may, and it is herely delegated, unto the Board of Directors. The Board may issue the shares of this componation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of stares or for the disposal of treasury shares may be paid, in whole or in part; in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Stares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and honassesseable.

# ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which be already holds.

- 1 - .

shall have the right to purchase this pro ratushare thereof (as rearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this componation 854 West 37 Street, Hialeah, Florida 33012 and the name of the initial registered agent of this componation at that address MIGUEL A. PLEITEZ

## ARTICLE VII' - INITIAL BOARD OF DIRECTORS

This componation shall have ONE(1) Director (s) initially. The number of Directors may be increased on diminished from time to time in such manner as may be prescribed by the By-laws but shall never be less than one (1).

## ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this composation is:

Name

<u>Address</u>

MIGUEL A. PLEITEZ, PRESIDENT (OWNER 100% OF SHARES)

854 West 37 stree t, Hialeah, Florida 33012

#### ARTICLE IX - INDEMNIFICATION

The componation shall indemnify and hold harmless any person who shall serve at any time hereafter as a Director on Officer of the componation, and any person who serves at the request of this componation, as a director on officer of any other componation, from and against any and all claims and liabilities to which such person shall become subject by reason of his baving heretofore on hereafter taken on omitted by him as such director on officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, on be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer, on director is liable for negligence on willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled or shall

anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract on other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuriarily or otherwise interested in, or are director or officers of such other componation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily on otherwise interested in any contract on transaction of the corproation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract on transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation on is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE X - REMOVAL OF DIRECTOR

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

# ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

Nane

Address

MIGUEL A. PLEITEZ, PRESIDENT

854 W 37 St., Hialeah, Fl. 33012.

#### ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be voted in the Board of Directors, By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not

Le altered, amended, or repealed by the Board of Directors.

#### ARTICLE XIII - POWERS

This componation shall have all powers neccesary on convenient to effect its purposes and enumerated in the Florida General Corporation Act.

All components powers shall be exercised by on under the authority of, and the business and affairs of this componation shall be amunged under the direction of the Board of Directors.

#### ARTICLE XIV - AMENDMENT >

These Articles of Incorporation may be amended in the manner provided by ian. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20th day of March

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is:

PLEITEZ LANDSCAPING, CORP.

(must include suffix)

The name and address of the Registered Agent and office is:

MIGUEL A. PLEITEZ

(name)

854 West 37 Street

(P.O. Box or Mail Drop Box NOT Acceptable)

Hialeah Florida 33012 (City/State/Zip Code)

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointed as Registered Agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature of Registered Agent

March 20, 2007.

Date

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