

P07000114189

(Requestor's Name)

(Address)

(Address)



600110146066

Isabel Medero  
1290 NW 33 Avenue  
MIAMI, Florida

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch OCT 17 2007



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FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

October 8, 2007

IDAEI MEDERO  
1290 NW 33 AVE  
MIAMI, FL 33125

SUBJECT: VICTORY LAWN @ LANDSCAPING SERVICES, INC.  
Ref. Number: W07000049496

We have received your document for VICTORY LAWN @ LANDSCAPING SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please remove one name and signature from page 8 designation and acceptance of registered agents, you can only have one registered agent.

An effective date may be added to the Articles of Incorporation if a 2008 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 corrected 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) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 607A00058753

ARTICLES OF INCORPORATION  
OF  
VICTORY LAWN & LANDSCAPING SERVICES, INC.

ARTICLE I-NAME

The name of this Corporation is:

VICTORY LAWN & LANDSCAPING SERVICES, INC.

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which Corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall authorize to create and issue 500 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation in the State of Florida shall be: \_\_\_\_\_

1290 Northwest 33rd Avenue, Miami, Florida 33125

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two director(s) initially.

The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII

DIRECTORS NAME AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
IDAEL MEDERO President [REDACTED]	1290 N.W. 33rd Avenue Miami, Florida 33125
CARLOS PEGUERO Vice President/Treasurer [REDACTED]	20631 S.W. 116th Road Miami, Florida 33189

ARTICLE VIII

INCORPORATOR

The name and street addresses of the incorporators signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
IDAEL MEDERO	1290 N.W. 33rd Avenue Miami, Florida 33125
CARLOS PEGUERO	20631 S.W. 116th Road Miami, Florida 33189

ARTICLE IX

SPECIAL PROVISIONS

The Corporation shall have all corporate powers permitted under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the power of the corporation, its stockholders and directors, are adopted as part of the Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

2. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

3. The original incorporators of the corporation shall have the right upon its organization to assign and deliver their subscription of stock as set forth in Article VIII to any other person, or to firms or corporations who become subscribers to the capital stock of the corporation. Upon acceptance of such assignment, such assignees shall stand and in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by

said subscriptions, subject to the laws of the State of Florida, and to execution of the necessary instruments of assignment.

4. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be effected or invalidated by the fact that one or more directors of the corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person or persons, firms or corporation shall be affected or invalidated by the fact that any director or directors of the 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 person(s), firm or corporation. Each person who becomes a director of the corporation is relieved from any liability that otherwise might exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may be interested in the absence of fraud. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

5. The corporation shall indemnify any and all of its present and past directors and officers and 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 against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or party by reason of having been or being directors or officers or a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreement, vote of stockholders, or otherwise. Such right of indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1933 as amended.

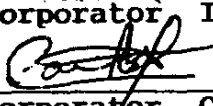
6. By affirmative vote a majority of the directors then in office and irrespective of any personal interest of any of its members, the Board of Directors shall have



authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise. In addition to authority to establish salaries, the authority vested in the Board of Directors by this paragraph six (6) shall include the authority to establish the payment of bonuses, stock options, and pensions and profit sharing plan.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of September, 2007

  
Incorporator, IDAEL MEDERO

  
Incorporator, CARLOS PEGUERO

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF DADE       )

Before me personally appeared IDAEL MEDERO AND CARLOS PEGUERO, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that they made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal, in the state and county aforesaid,  
this 12th, day of October, 2007.

Lily R. Garcia  
NOTARY PUBLIC STATE OF FLORIDA,  
AT LARGE



MY COMMISSION EXPIRES:

DESIGNATION AND ACCEPTANCE

of

REGISTERED AGENTS

IN pursuance of Section 48.091 and Chapter 607, Florida  
Statutes, Victory Lawn & Landscaping Services, Inc., having filed  
its Articles of Incorporation contemporaneously herewith, with  
its registered office as indicated therein at: 1290 Northwest  
33rd Avenue, Miami, Florida 33125, has named IDAEL MEDERO  
located thereat as its registered agent to accept service of  
process within this state.

BY: Idael Medero  
Incorporator IDAEL MEDERO

Having been named as registered agent to accept service of  
process for the above-state corporation, at the location  
designated herein, I hereby accept to act in this capacity,  
and agree to comply with the laws of Florida applicable  
thereto.

Idael Medero  
Registered Agent