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(Business Entity Name)

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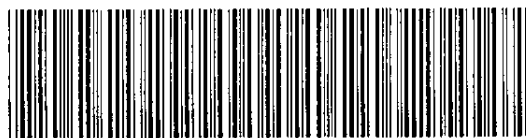
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. MCLEOD

JAN 31 2011

EXAMINER

G. MCLEOD

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Desoto FREEDOM LAWN SERVICE, INC.
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

RENE GAMEZ
(Contact Person)

(Firm/Company)

1525 SE PLUM DR.
(Address)

ARCADIA, FLORIDA 34266
(City, State and Zip Code)

For further information concerning this matter, please call:

_____ at (863) 494-5677
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees ☐ \$113.75 Filing Fees and Certificate of Status ☒ \$113.75 Filing Fees and Certified Copy ☐ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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11 JAN 31 AM 9:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

A & R FREEDOM LAWN SERVICE, LLC
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA
(Enter state, or if a non-U.S. entity, the name of the country)

on 4-15-2010
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Desoto FREEDOM LAWN SERVICE, INC.
(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 28TH day of JANUARY, 2011.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Rene Gamez

Printed Name: RENE GAMEZ Title: PRESIDENT

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: Rene Gamez
Printed Name: RENE GAMEZ Title: MANAGER

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION

OF

Desoto FREEDOM LAWN SERVICE, INC.

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION, IS/ ARE
NATURAL PERSON(S) COMPETENT TO CONTRACT IN THE STATE OF FLORIDA HEREBY
PRESENTS THESE ARTICLES OF INCORPORATION FOR THE FORMATION OF A CORPO-
RATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE 1

NAME

NAME OF THIS CORPORATION IS Desoto FREEDOM LAWN SERVICE, INC.

1525 SOUTHEAST PLUM DRIVE---ARCADIA, FLORIDA 34266

ARTICLE 2

DURATION

THIS CORPORATION SHALL EXIST PERPETULLY, AND THE DATE OF COMMENCEMENT OF
COROPRATION EXISTANCE SHALL BE THE DATE ON WHICH THESE ARTICLES ARE FILED
WITH THE SECRETARY OF STATE IN THE STATE OF FLORIDA.

ARTICLE 3

NATURE OF BUSINESS

THE GENERAL NATURE OF THIS BUSINESS TO BE TRANSACTED BY THIS CORPORATION
IS:

- A. TO ENGAGE IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF
THE UNITED STATES AND THE STATE OF FLORIDA.
- B. TO SELL, BUY, EXCHANGE, LEASE, SUBDIVIDE, DEVELOPE, IMPROVE, OWN, HOLD, MORT-
GAGE OR DEAL IN AND DISPOSE OF REAL ESTATE AND PERSONAL PROPERTY.

ARTICLE 5

REGISTERED AGENT


THE ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION WITHIN
THE STATE OF FLORIDA IS 347 south orange, ARCADIA, FLORIDA 34266

THE NAME OF THE INITIAL REGISTERED AGENT AT SUCH ADDRESS IS ROOSEVELT S. ISAAC, SR.

ARTICLE 6

INCORPORATOR (S)

THE UNDERSIGNED INCORPORATOR (S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, DO HEREBY ADOPT (S) THE FOLLOWING ARTICLES OF INCORPORATION. THE PERSON (S) WHO HAVE SIGNED AND DELIVERED OR REQUEST TO BE DELIVERED THESE ARTICLES OF INCORPORATION TO THE DEPARTMENT OF STATE, DIVISION OF CORPORATION IS THE INCORPORATOR (S) OF THIS CORPORATION, WHOSE NAME (S) AND ADDRESS (ES) IS/ARE:

 RENE GAMEZ	1525 SE PLUM DRIVE	ARCADIA, FLORIDA 34266
INCORPORATOR	ADDRESS	CITY AND STATE
ALFREDO LEDEZMA-RAMIREZ	1375 SE PEAR DR.	ARCADIA, FLORIDA 34266
INCORPORATOR	ADDRESS	CITY AND STATE
INCORPORATOR	ADDRESS	CITY AND STATE

OFFICERS:

RENE GAMEZ	PRESIDENT
NAME	TITLE
ALFREDO L. RAMIREZ	SECRETARY
NAME	TITLE

ARTICLE 4

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE SEVENTY-FIVE HUNDRED (7,500) SHARES OF COMMON STOCK WITH A PAR VALUE OF \$ 1.00 PER SHARE.

- A. THE WHOLE OR ANY PART OF THE CAPITAL STOCK OF THIS CORPORATION SHALL BE PAYABLE IN LAWFUL MONEY OF THE UNITED STATES OF AMERICA OR PROPERTY, LABOR OR SERVICE AT A JUST VALUATION TO BE FIXED BY THE DIRECTORS. PROPERTY OR LABOR MAY ALSO BE PURCHASED WITH THE CORPORATE ASSETS AT SUCH VALUATION AS MAY BE FIXED BY THE DIRECTORS.
- B. THE SAID STOCK SHALL BE ISSUED PURSUANT TO A PLAN UNDER SECTION 1244 OF THE INTERNAL REVENUE SERVICE CODE.
- C. EVERY HOLDER OF COMMON STOCK OF THIS CORPORATION SHALL BE ENTITLED, AS OF RIGHT, TO SUBSCRIBE FOR AND PURCHASE, OR RECEIVE, ANY PART OF ANY NEW OR ADDITIONAL ISSUE OF STOCK OF ANY CLASS, WHETHER NOW OR HEREAFTER AUTHORIZED, OR ANY BOND, DEBENTURES, TREASURY STOCK, OR OTHER SECURITIES OF THIS CORPORATION CONVERTIBLE INTO STOCK OF ANY CLASS, AND ALL SUCH ADDITIONAL SHARES OF STOCK AND SECURITIES SO SUBSCRIBED TO BE ISSUED TO SUCH STOCKHOLDERS IN THE SAME RATIO THAT THEIR STOCK OWNERSHIP IN THE CORPORATION BEARS TO ALL OTHER OUTSTANDING STOCK IN THE CORPORATION.
- D. THE CORPORATION, AND ANY OR ALL OF THE STOCKHOLDERS OF THIS CORPORATION, MAY FROM TIME TO TIME ENTER INTO SUCH AGREEMENT AS THEY DEEM EXPEDIENT, RELATING TO THE SHARES OF STOCK HELD BY THEM AND LIMITING THE TRANSFERABILITY THEREOF; AND THEREAFTER ANY TRANSFER OF SUCH SHARES SHALL BE MADE IN ACCORDANCE WITH THE PROVISIONS OF SUCH AGREEMENT, PROVIDED THAT BEFORE THE ACTUAL TRANSFER OF SUCH SHARES ON THE BOOKS OF THE CORPORATION, WRITTEN NOTICE OF SUCH AGREEMENT SHALL BE GIVEN TO THIS CORPORATION BY FILING A COPY THEREOF WITH THE SECRETARY OF THE CORPORATION AND A REFERENCE TO SUCH AGREEMENT SHALL BE STAMPED.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON PROCESSMAYBE SERVED

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED, IN COMPLIANCE WITH SAID ACT:

Desoto FREEDOM LAWN SERVICE, INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S
PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION IN THE
CITY OF ARCADIA, COUNTY OF DESOTO STATE OF FLORIDA
HAS NAMED ROOSEVELT S. ISAAC LOCATED AT 347 south ORANGE AVE
CITY ARCADIA COUNTY OF DESOTO STATE OF FLORIDA, AS IT'S
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE. HAVING BEEN NAMED
TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS
CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE
TO SAID OFFICE.

Roosevelt S. Isaac
REGISTERED AGENT