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RÖBERT W. SCHUPP

Attorney At Law

P.O. BOX 5041 - JACKSONVILLE, FLORIDA 32247-5641

(904) 396-3471

January 6, 1995

Office of the Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

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Dear Sir,

RE: CARTER'S LAWN/LANDSCAPE & IRRIGATION, INC.

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with my check in the amount of \$70.00 for filing same.

Thank you for your usual prompt attention to these matters.

Please return letter of acknowledgment to

ROBERT W. SCHUPP, P.A. P. O. BOX 5641 JACKSONVILLE, FL 32247-5641

-Sincerely

Robert W. Schupp

RWS:jmh

ARTICLES OF INCORPORATION

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CARTER'S LAWN/LANDSCAPE & IRRIGATION, INC.

THE STAN SO AN 8:36
THE STAN SO AN 8:36 The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of incorporation for such corporation.

ARTICLE I

NAME: The name of the Corporation is:

CARTER'S LAWN/LANDSCAPE & IRRIGATION, INC.

ARTICLE II

ADDRESS: The address of the principal office is:

9589 BEAUCLERC COVE ROAD, JACKSONVILLE, FL 32257

The mailing address of the corporation is:

9589 BEAUCLERC COVE ROAD, JACKSONVILLE, FL 32257

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office is: 9589 BEAUCLERC COVE ROAD, JACKSONVILLE, FL 32257

and the name of the registered agent is: DAVID L. CARTER

ARTICLE IV

DURATION: The Corporation shall have perpetual existence.

ARTICLE V

PURPOSE: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE VI

CAPITAL STOCK: The Corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 1000 and the par value of each share is \$0.10.

ARTICLE VII

BOARD OF DIRECTORS: The initial board of directors shall consist of 3 members. The name and mailing address of the person who is to serve as director is:

Namo:

David L. Carter

Address:

9589 Beauclerc Cove Road

Jacksonville, FL 32257

Namo:

David M. Carter

Address:

9589 Beauclerc Cove Road Jacksonville, FL 32257

Name:

Nancy M. Carter

Address:

9589 Beauclerc Cove Road

Jacksonville, FL 32257

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator is:

Name:

David L. Carter

Address:

9589 Beauclerc Cove Road Jacksonville, FL 32257

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the 6th day of January, 1995.

STATE OF FLORIDA COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared David L. Carter, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Jacksonville in said County and State this 6th day of January, 1995.

Notary Public

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

A STANGE OF THE Pursuant to the provisions of section 607.0501, 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.

1. The named of the corporation is:

CARTER'S LAWN/LANDSCAPE & IRRIGATION, INC.

The name and address of the registered agent and office is:

DAVID L. CARTER 9589 BEAUCLERC COVE ROAD JACKSONVILLE, FL 32257

ACCEPTANCE

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 APPOINTMENT 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.

DATE: JANUARY 6, 1995