

P95000017833

DULMER & TRACY
CHARTERED

JOHN J. DULMER, JR.
DENNIS J. TRACY

TELEPHONE
(913) 405-7701
TELETYPE
(913) 405-0412

February 28, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FEB 29 1995

Re: Design Landscaping, Inc.

Gentlemen:

With regard to the above-referenced corporation, enclosed herewith for filing are the original and one copy of the Articles of Incorporation and Certificate of Resident Agent. Also enclosed is our check in the amount of \$122.50 to cover costs of filing fees and a certified copy of the articles, which certified copy we request be returned to the undersigned for proper disposition.

Thank you for your courtesies and prompt attention to this matter.

Very truly yours,

DULMER & TRACY, CHARTERED

BY: Sandra A. Clark
Sandra A. Clark,
Assistant to Dennis J. Tracy

EFFECTIVE DATE
2-27-95

sac
Enclosures

DMC/3/6/95

FILED
95 MAR -2 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DESIGN LANDSCAPING, INC.

FILED

95 MAR -2 AM 11:04
CLERK OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

2-27-95

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is DESIGN LANDSCAPING, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock having a nominal par value of One Dollar (\$1.00).

ARTICLE IV

COMMENCEMENT DATE

This corporation shall commence its existence on Feb. 27, 1995, which date is not more than five (5) days prior to filing with the office of the Florida Secretary of State.

ARTICLE V

PRINCIPAL OFFICE

The principal office of this corporation is 4711 Bessie Road, Tampa, Florida 33615, which address is also the mailing address of the corporation.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4711 Bessie Road, Tampa, Florida 33615, and the name of the initial registered agent of this corporation at that address is Christopher G. Holton.

ARTICLE VIII

DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are :

NAME:

ADDRESS:

Christopher G. Holton
President/Secretary/Director

4711 Bessie Road
Tampa, Florida 33615

Beverly A. Gilbroth
Vice President/Treasurer/
Director

4711 Bessie Road
Tampa, Florida 33615

ARTICLE IX

INCORPORATORS

The names and post office addresses of the Incorporators of these Articles of Incorporation are:

NAME:

ADDRESS:

Christopher G. Holton

4711 Bessie Road
Tampa, Florida 33615

ARTICLE X

TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreement as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement provided that before the actual transfer of said 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 noted upon the certificate representing said shares, and by the By-Laws of this corporation shall likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE XI

TRANSACTIONS WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transactions between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the directors or officers of this corporation are interested in such contract or transaction; provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of said Board of Directors at which such contract or transaction is authorized or confirmed; and provided further, that any such directors of this corporation who

are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XII

DIRECTORS - INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceedings, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney's fees), judgments, fines, and amounts paid in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or

misconduct in the performance of his duty to the corporation
unions, and only to the extent that, the court in which such action
or suit was brought determines, on application, that despite the
adjudication of liability, such person is fairly and reasonably
entitled to indemnity in view of all the circumstances of the
case. Any indemnification hereunder shall be made only on a
determination by a majority of disinterested directors (subject to
the approval of a majority of stockholders) that indemnification is
proper in the particular circumstances the nature and status at the
time of such payment of the litigations or threatened litigations.

ARTICLE XIII

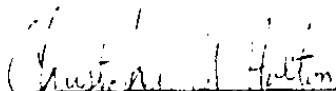
REPLACEMENT OF STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for
the issuance of stock certificates to replace lost or destroyed
certificates.

ARTICLE XIV

AMENDMENTS TO ARTICLES

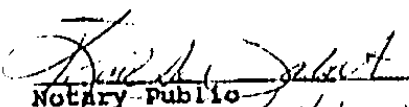
These Articles of Incorporation may be amended in the manner
provided by law. Every amendment shall be approved at a stock-
holders' meeting by a majority of the stock entitled to vote
thereon.

 (SEAL)
Christopher G. Holton

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this
27 day of Feb., 1995, by Christopher G. Holton, who is
personally known to me or who has produced Fl. D.L. as
identification.

My Commission Expires:


Notary Public

Typed Name Kirk E. Dault



KIRK E. DAULT
My Commission CC276267
Expires Apr. 15, 1997
Bonded by ANJ
800-852-5870

FILED

95 MAR -2 AM 11:04

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE STATE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS FLORIDA
MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

FIRST. . . That DESIGN LANDSCAPING, INC., desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business at 4711 Bessie Road, Tampa, Florida
33615, Florida, hereby appoints as its agent to accept service of
process within Florida, the following:

Christopher G. Holton

SIGNATURE: Christopher G. Holton
Christopher G. Holton

(Corporate Officer)

TITLE: President

DATE: 2/27/95

Having been named to accept service of process for the above
stated corporation, at the place designed in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

SIGNATURE: Christopher G. Holton
Christopher G. Holton
(Resident Agent)

DATE: 2/27/95