

O'NEILL, CHAPIN, MARKS, LIEBMAN, COOPER & CARR

ATTORNEYS AND COUNSELORS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

BERNARD C. O'NEILL
NORMAN E. CHAPIN
ROBERT D. MARKS
JOHN B. LIEBMAN, P.A.
MARC D. COOPER, P.A.
GEORGE E. CARR
LISA M. CVETIC
RODNEY C. LUNDY

300 EAST ROBINSON STREET
SUITE 800
ORLANDO, FLORIDA 32801
TELEPHONE (407) 488-8781
TELECOPIER (407) 488-1188

950000031001

April 12, 1995

State of Florida
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

ENCLOSURE 1-4-95 7:13:28
04/14/95-011072-014
***122.50 ***122.50

RE: SZARWARK FOLIAGE, INC.
Our File No. 2054-2

Ladies and Gentlemen:

Please find enclosed one original, executed set of Articles of Incorporation with Certificate Designating Place of Business and naming registered agent for the above-referenced corporation applicant, plus one photocopy set of the same.

Please file the original set and return the copy to us as a certified copy, indicating on the copy the date of filing. A check in the amount of \$122.50 (representing \$70.00 for the filing fee plus \$52.50 for the certified copy) and a stamped, addressed envelope are enclosed for your convenience.

Thank you for your assistance and should you have any questions, please call Joyce Bessey of my office.

Very truly yours,



Bernard C. O'Neill, Jr.

BCO/jhb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14 PM 12:45

5 1/4

**ARTICLES OF INCORPORATION
OF
SZARWARK FOLIAGE, INC.**

**ARTICLE I.
NAME AND ADDRESS OF CORPORATION**

The name of this corporation is SZARWARK FOLIAGE, INC., a Florida corporation. For convenience, the corporation shall herein be referred to as the "corporation". The initial principal place of business, as well as the initial mailing address of the corporation, shall be 200 East Robinson Street, Suite 865, Orlando, Florida, 32801, County of Orange, State of Florida.

**ARTICLE II.
PURPOSE**

This corporation is organized for the following purposes:

To engage in any or all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE III.
POWERS**

The corporation shall have the following powers:

A. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

B. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

D. To lend money to, and use its credit to assist its officers and employees in accordance with law.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other

FILED
CLERK OF DISTRICT COURT
JAN 16 1965

domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

G. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

H. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

I. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

J. To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific, or educational purposes.

L. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

N. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

O. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV. COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence existence upon filing of these Articles, and shall have perpetual existence.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 14 PM 12:45

**ARTICLE V.
CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of common stock, having a par value of \$1.00 per share.

**ARTICLE VI.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation, and the name of the initial registered agent of this corporation at that address is:

Mr. Bernard C. O'Neill, Jr.
200 East Robinson Street
Suite 865
Orlando, Florida 32801

**ARTICLE VII.
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as set forth in the By-Laws. The name and address of the initial director of this corporation is:

Mr. Bernard C. O'Neill, Jr.
200 East Robinson Street
Suite 865
Orlando, Florida 32801

**ARTICLE VIII.
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Mr. Bernard C. O'Neill, Jr.
200 East Robinson Street
Suite 865
Orlando, Florida 32801

**ARTICLE IX.
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14 PM 12:45

**ARTICLE X.
RESTRICTIONS ON TRANSFER OF STOCK**

Transfer of shares of capital stock of this corporation may be restricted by the By-Laws or by agreement among the shareholders.

**ARTICLE XI.
AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

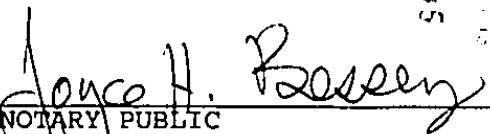
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of April, 1995.



Bernard C. O'Neill, Jr.

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 12th day of April, 1995, by Bernard C. O'Neill, Jr., to me known to be the person described in and who executed the foregoing instrument, and who did not take an oath.



NOTARY PUBLIC
(Print, type or stamp Notary Name and
Commission Expiration Date, and Affix
Stamp Below:

 X Personally know or
____ Provided the following
as identification:



JOYCE H BESSEY
My Commission CC370565
Expires May. 10, 1998
Bonded by HAI
800-422-1555

SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 APR 11 1995
4:45


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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That SZARWARK FOLIAGE, INC., a Florida corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Orlando, County of Orange, State of Florida, has named Bernard C. O'Neill, Jr., 200 East Robinson Street, Suite 865, Orlando, Florida 32801 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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 provisions of said act relative to keeping open said offices.



Bernard C. O'Neill, Jr.
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14 PM 12:45