

April 7, 1995

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Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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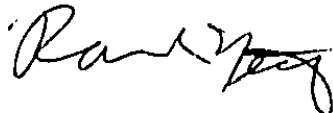
Re: WESTBAY LANDCARE, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very Truly Yours,



Randall K. Westbay  
P. O. Box 82597  
Tampa, FL 33682  
(813) 977-1207

encl.

V.W.  
5/5/95

**ARTICLES OF INCORPORATION  
OF  
WESTBAY LANDCARE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name of the corporation is: WESTBAY LANDCARE, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

#### **ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue five hundred (500) shares of \$1.00 (one dollar) par value Common Stock, which shall be designated "common shares".

#### **ARTICLE VI - INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT**

The street address of the initial Registered Office, and Principal Office of this corporation is 931 E. 129th Avenue, Tampa, FL 33612 and the name of the corporation's initial registered agent at such address is Randall K. Westbay. The mailing address of the corporation shall be P. O. Box 82597, Tampa, Florida 33682.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are as follows:

Randall K. Westbay  
15114 Roundup Drive  
Tampa, FL 33624

Leslie L. Wolfe  
28153 Lindenhurst Drive  
Wesley Chapel, FL 33544

#### **ARTICLE VIII - SUBSCRIBERS**

The name and address of each subscriber of these Articles of Incorporation and the number of shares that each subscriber agrees to take is:

NAME	ADDRESS	SHARES
Randall K. Westbay	15114 Roundup Drive Tampa, FL 33624	250
Leslie L. Wolfe	28153 Lindenhurst Drive Wesley Chapel, FL 33544	250

#### ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the Stockholders, and approved at a stockholders meeting by at least 60% (sixty percent) of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation is made.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 4th day of May, 1995.

  
\_\_\_\_\_  
Randall K. Westbay

  
\_\_\_\_\_  
Leslie L. Wolfe

**CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT**

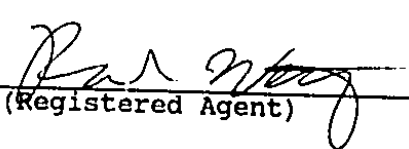
**CERTIFICATE OF REGISTERED AGENT  
OF  
WESTBAY LANDCARE, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its principal and registered office as indicated in the Articles of Incorporation at 931 E. 129th Avenue, Tampa, FL 33612 and mailing address of P.O. Box 82597, Tampa, Florida 33682, has named Randall K. Westbay located at the same aforesaid address, as its Registered 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 Florida Law in keeping open said office.

  
(Registered Agent)