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JAMES L. SAYER

ATTORNEY AT LAW

35 PATIO DELZON

FORT MYERS, FLORIDA 33901

MAILING ADDRESS  
POST OFFICE BOX 776  
FORT MYERS, FL 33902

TELEPHONE  
(813)  
332-1820

June 6, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

300001509703  
-06/09/95--01049--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Top Notch Tree Service, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-entitled corporation.

In addition, you will find my check in the amount of \$122.50 as payment of filing fees, charter tax, agent designation, and certified charter.

If the enclosed meets with your approval, it will be greatly appreciated if you could grant the charter and return to me a certified copy of the same.

Should you have any questions concerning this matter please do not hesitate to contact me.

Sincerely,

*James L. Sayer*  
James L. Sayer

JLS/djs  
Enclosures

FILED  
95 JUN -9 AM 7:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BE 6/15

**ARTICLES OF INCORPORATION  
OF  
TOP NOTCH TREE SERVICE, INC.**

FILED  
95 JUN -9 AM 7:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation is: TOP NOTCH TREE SERVICE, INC.  
The principal office and mailing address is: 4312 SE 18th Avenue,  
Cape Coral, Florida 33904-6020.

**ARTICLE II: DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III: PURPOSE**

The purpose for which the corporation is organized is for the maintenance by trimming, pruning, and fertilization of trees, removal of trees, and all manner of maintenance of lawns and horticultural and aboreal areas.

The corporation may transact any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV: CAPITAL STOCK**

The aggregate number of share of stock which the corporation has authority to issue is FIVE HUNDRED (500), all of which shall be

common shares with a par value of \$1.00.

**ARTICLE V: TERM OF EXISTENCE**

The corporation shall commence business as soon as the Secretary of State of the State of Florida approves and issues the Charter and shall continue perpetually thereafter unless sooner dissolved by law.


**ARTICLE VI: INITIAL REGISTERED OFFICE**

The street address of the initial registered office of the corporation in the State of Florida is: 4312 SE 18th Avenue, Cape Coral, Florida 33904-6020.

**ARTICLE VII: INITIAL REGISTERED AGENT**

The initial registered agent of this corporation is: SHIRLEY E. MULGANNON.

I, SHIRLEY E. MULGANNON, hereby accept the designation of registered agent of the above-named corporation.

  
SHIRLEY E. MULGANNON  
4312 SE 18th Avenue  
Cape Coral, Florida 33904-6020

**ARTICLE VIII: DIRECTORS**

This corporation shall have three (3) directors initially. The number may be increased from time to time by Bylaws adopted by the stockholders. Directors need not be residence of the State of Florida.

#### **ARTICLE IX: INITIAL DIRECTORS**

The names and post office addresses of the initial Directors are as follows

MARTIN F. MULGANNON, III: 4312 SE 18th Avenue  
Cape Coral, Florida 33904-6020

SHIRLEY E. MULGANNON: 4312 SE 18th Avenue  
Cape Coral, Florida 33904-6020

MARTIN F. MULGANNON: 4312 SE 18th Avenue  
Cape Coral, Florida 33904-6020

#### **ARTICLE X: INCORPORATORS**

The names and post office addresses of each subscriber to these Articles of Incorporation are as follows:

MARTIN F. MULGANNON, III: 4312 SE 18th Avenue  
Cape Coral, Florida 33904-6020

SHIRLEY E. MULGANNON: 4312 SE 18th Avenue  
Cape Coral, Florida 33904-6020

MARTIN F. MULGANNON: 4312 SE 18th Avenue  
Cape Coral, Florida 33904-6020

#### **ARTICLE XI: PREEMPTIVE RIGHTS**

Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation no matter when authorized or for whatever consideration it is contemplated to be received by the corporation including but not limited to cash, other properties, services, the acquisition of other corporation shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to any issuance of shares and to the reissuance of all redeemed or otherwise acquired shares including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be

amended or deleted except with the unanimous vote of the shareholders of each affected class.

No issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. The preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

#### ARTICLE XII: AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon unless all Directors and all stockholders sign a written agreement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 6 day of June, 1995 at Fort Myers, Lee County, Florida.

Martin F. Mulgannon III  
MARTIN F. MULGANNON, III

Shirley E. Mulgannon  
SHIRLEY E. MULGANNON

Martin F. Mulgannon  
MARTIN F. MULGANNON

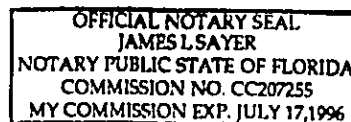
STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned officer authorized to administer oaths and take acknowledgements, personally appeared MARTIN F. MULGANNON, III, SHIRLEY E. MULGANNON, and MARTIN F. MULGANNON, known to me to be the person described in and who executed the above and foregoing Articles of Incorporation and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed. The said MARTIN F. MULGANNON, III, SHIRLEY E. MULGANNON, and MARTIN F. MULGANNON are personally known to me and did take an oath.

WITNESS my hand and official seal at Fort Myers, Lee County, Florida this 6 day of June, 1995.

  
NOTARY PUBLIC - STATE OF FLORIDA



FILED  
55 JUN -9 AM 7:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL AND BANKER, P.A.

ATTORNEYS AT LAW

TAMPA ST. PETERSBURG CLEARWATER

ST. MYERS TALLAHASSEE

100 SECOND STREET

ST. MYERS, FLORIDA 33902

PH 813 334 7892

PA5000046289

November 7, 1995

Department of State  
Bureau of Corporate Records  
The Capitol  
Post Office Box 6327  
Tallahassee, Florida 32304

000001635880  
-11/14/95--01100--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Statement of Change of Registered Office  
and Registered Agent for  
Top Notch Tree Service, Inc.

Dear Sir/Madam:

Enclosed please find the original Resignation of Registered Agent. Please approve and file the original.

I am enclosing a check made payable to Secretary of State in the amount of \$35.00 for the filing fee.

Please advise if you need anything further.

Sincerely yours,

FOWLER, WHITE, GILLEN, BOGGS,  
VILLAREAL AND BANKER, P.A.



CARL JOSEPH COLEMAN

CJC/le  
Enclosures as stated

TALLAHASSEE, FLORIDA  
NOV 14 1995  
SECRET

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR  
REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: **Top Notch Tree Service, Inc.**
- 1b. The mailing address of the corporation is: **4312 S.E. 18th Avenue, Cape Coral, Florida 33904.**
- 1c. Date of incorporation:  
Document number:
2. The name and address of the current registered agent and office:  
**Shirley Mulgannon  
4312 S.E. 18th Avenue  
Cape Coral, Florida 33904**
3. The name and address of the new registered agent and office:  
**James R. Feulner  
1003 S.E. 12th Avenue  
Cape Coral, Florida 33990**

The street address of its registered agent and the street address of the business office of its agent, as changed, will be identical

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Martin Mulgannon  
MARTIN MULGANNON, President & Director

DATE: 11/7/95

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

James R. Feulner  
JAMES R. FEULNER, Registered Agent

DATE: 11-7-95