

P95000049124

KELLY, PRICE, PASSIDOMO, SIKET,

HEUERMAN & ROSS

CHARTERED

ATTORNEYS AT LAW

GREY OAKS BUILDING
IN POINCIANA PROFESSIONAL PARK

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TRUSTS AND ESTATE LAWYER
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KATHLEEN C. PASSIDOMO
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R. SCOTT PRICE

DONALD K. ROSS, JR.
MASTERS OF LAW IN TAXATION

ANDREW G. SIKET *

* ALSO ADMITTED IN OHIO
† ALSO ADMITTED IN MAINE

June 19, 1995

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

RE: The Tree Care Company

EFFECTIVE DATE
June 20, 1995

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation prepared for the initial filing of incorporation for the above-referred entity. Please file accordingly and return the copy, with time and date stamp, in the enclosed envelope. Also please provide a certified copy of the Articles of Incorporation. We have enclosed our check in the amount of \$122.50 for your filing and certified copy fees.

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

Very truly yours,

J. Angelone
J. Angelone
Legal Assistant

ja
Enclosures
pc: Client

FHLr.01

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ARTICLES OF INCORPORATION

OF

THE TREE CARE COMPANY

EFFECTIVE DATE
JUNE 20, 1995

65 JUN 22 1995

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name and address of the corporation is THE TREE CARE COMPANY, 471 County Road 951, Naples, FL 33999.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of providing full service tree and palm pruning and related care, and for transacting any or all lawful business, including but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupies by the corporation, and to invest, trade or deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by another corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is **Seven Thousand Five Hundred (7,500)** shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is to be at 471 County Road 951, Naples, FL 33999. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The corporation shall have one (1) director initially.

ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Carl M. Nagel	471 County Road 951 Naples, FL 33999

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

R. Scott Price	2640 Golden Gate Parkway, Suite 315 P.O. Box 8117 Naples, FL 33941-8117
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ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2640 Golden Gate Parkway, Suite 315, Naples, FL 33942, and the name of the initial registered agent of this corporation is R. Scott Price.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Articles of Incorporation are acknowledged.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII - BY-LAWS

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

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE XIV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

ARTICLE XV - AMENDMENT

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

ARTICLE XVI-SHAREHOLDERS' AGREEMENTS

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20th day of June, 1995.


R. Scott Price
Incorporator

95 JUN 22 AM 11:20

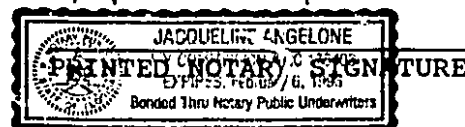
STATE OF FLORIDA)
) SS
COUNTY OF COLLIER)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, R. Scott Price, to me well known to be the person described in and who executed the foregoing instrument, and he acknowledged before me the matters and things contained in the above and foregoing are true and correct, and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of June, 1995.

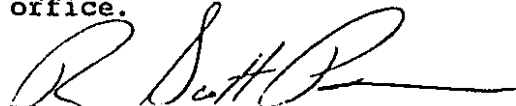
NOTARY SEAL


NOTARY SIGNATURE



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


R. Scott Price
Registered Agent

P95000049124

KELLY, PRICE, PASSIDOMO & SIKET

CHARTERED

CHARLES M. KELLY, JR.
BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED WILL
TRUSTS AND ESTATE LAWYER
MASTER OF LAWS IN ESTATE PLANNING
CERTIFIED PUBLIC ACCOUNTANT

KATHLEEN C. PASSIDOMO
BOARD CERTIFIED REAL ESTATE LAWYER

R. SCOTT PRICE

ANDREW G. SIKET
* ALSO ADMITTED IN MAINE

ATTORNEYS AT LAW
GREY OAKS BUILDING
IN DOINCIANA PROFESSIONAL PARK

2640 GOLDEN GATE PARKWAY
SUITE 315
NAPLES, FLORIDA 33942-3203

TELEPHONE TELECOMER
(941) 261-3453 (941) 261-5711

JOANNE G. HUISA
MASTER OF LAWS IN ESTATE PLANNING
JASON H. KORN
* ALSO ADMITTED IN NEW YORK
* IN MASSACHUSETTS

April 24, 1996

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

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*****35.00 *****35.00

RE: The Tree Care Company/CNA Construction, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation of The Tree Care Company, changing its name to CNA Construction, Inc., along with a check in the amount of \$35.00 for the filing fee.

Would you please file the Amendment and return the copy, with time and date stamp, in the enclosed envelope.

Thank you.

Very truly yours,

J. Angelone

J. Angelone
Legal Assistant

ja
Enclosures
pc: Client

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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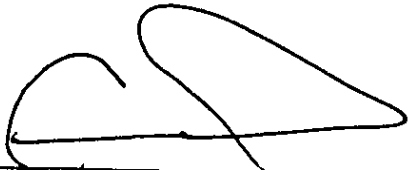
ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of **The Tree Care Company**, a Florida corporation, as filed in the offices of the Secretary of State, State of Florida in Tallahassee, Florida on June 20, 1995, 1990, and assigned document number P95000049124, be and they are hereby amended in the following particulars:

ARTICLE I is hereby amended to change the name of the corporation to **CNA Construction, Inc.**

2. The foregoing amendment was adopted by the majority of the Shareholders eligible to vote on the 17th day of April, 1996.

IN WITNESS WHEREOF, I, the President and Secretary of the Corporation, have executed these Articles of Amendment this 17th day of April, 1996.

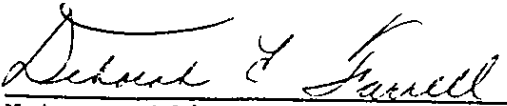


CARL NAGEL
President, Secretary and
Sole Shareholder

STATE OF FLORIDA)
) SS
COUNTY OF COLLIER)

BEFORE ME, the undersigned authority, personally appeared Carl Nagel, who is personally known to me to be the President and Secretary of The Tree Care Company and who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

Pttl IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of April, 1996.



Notary Public - State of Florida
My Commission Expires: 12/15/99

ArtsAmen.01



DEBORAH EVELYN FARRELL
My Commission CC515274
Expires Dec. 15, 1999