

CESAR KUDJA
CERTIFIED PUBLIC ACCOUNTANT

8298 West 14th Court, Miami, Florida 33054
(305) 823-8570

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-01/19/96--01062--020
****122.50 ****122.50

TO: CESAR KUDJA, CPA
FROM: [illegible]
SUBJECT: [illegible]

RE: [illegible]

Enclosed for your information are two copies of a letterhead memorandum dated and captioned as above. The memorandum is being furnished to you for your information and for your use in the preparation of your tax return.

Should you require any further information, please contact me at the address above.

Very truly yours,
[Signature]

FILED
96 JAN 31 PM 2:10
TALLAHASSEE, FLORIDA
STATE

705

W96-1741

SEE [illegible]
[illegible]

JAN 23 1996 BSB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1996

CESAR KUDJA, C.P.A.
8253 WEST 14TH COURT
HIALEAH, FL 33014

SUBJECT: PESTONIT LANDSCAPING & IRRIGATION, INC.
Ref. Number: W96000001741

We have received your document for PESTONIT LANDSCAPING & IRRIGATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Your document is being returned as requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Glenda Baker
Corporate Specialist

Letter Number: 796A00002964

1. MENU, 7. LIST, 8. NEXT, 9. PREV

ENTER SELECTION AND CR:

4. NEXT, 5. PREV, 1. MENU, 2. FILING, 3. TOP, 4. EVENTS
7. LIST, 8. NEXT BY LIST, 9. PREV BY LIST

ENTER SELECTION AND CR:

1/22/96 CORPORATE DETAIL RECORD SCREEN 4:50 PM
NUMBER: W96000001446 REJECTED FILING REJ: 01/19/1996
NAME : PESTONIT LANDSCAPING & IRRIGATION, INC.*****
SUBMIT BY: CESAR LUDJA, CPA - (305)823-8570 - PLEASE CANCEL FILING, RET
URN DOCUMENT TO SENDER, IF QUESTIONS, PLEASE CALL.
USER ID : TALA_S

CESAR KUDJA
CERTIFIED PUBLIC ACCOUNTANT

8228 West 14th Court, Maitland, Florida 32751
(305) 823-8570

January 30, 1996

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

Re: New filing
UNDERGROUND SYSTEMS, INC.

Gentlemen:

Enclosed please find the Articles of Incorporation of the above-mentioned corporation to be incorporated at the State of Florida.

This replaces the documents returned by you under name of:
PESTONIT LANDSCAPING & IRRIGATION, INC.

I am also enclosing a copy of your letter dated January 23rd, 1996 whereby you acknowledge receipt of the filing fees for total of \$122.50.

Will you please mail the Articles certified copy to the above address.

Thank you for your anticipated cooperation.



Cesar Kudja

CK;cmt

FILED

ARTICLES OF INCORPORATION

96 JAN 31 PM 2:10

OF

UNDERGROUND SYSTEMS, INC.

CLERK OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, have executed the following document for the purpose of forming the above named Corporation under the laws of the State of Florida and as incorporators hereby adopt the following articles of incorporation:

ARTICLE I
NAME

The name of the Corporation shall be:
UNDERGROUND SYSTEMS, INC.

ARTICLE II
DURATION

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III
CORPORATE PURPOSE

The corporation is being organized for the transaction of any and all lawful business permitted under the laws of the UNITED STATES OF AMERICA and the STATE OF FLORIDA.

ARTICLE IV
CAPITAL STRUCTURE

The aggregate number of shares which the corporation shall have the authority to issue is the total sum of ONE THOUSAND (1000) shares of \$1.00 par value each. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office, and the name of the initial resident agent of this corporation shall be:

Oswaldo S. Herrera.
526 Zamora Ave.
Coral Gables, FL 33134

ARTICLE VI
CORPORATION PLACE OF BUSINESS

The principal place of business for the corporation shall be:
526 Zamora Ave.
Coral Gables, FL 33134

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial Board of Directors shall consist of a total of two persons, who need not be residents of the State of Florida or shareholders of the corporation. 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.

The name(s) and address of these persons who are to serve as initial directors are:

Estela Herrera
526 Zamora Ave.
Coral Gables, FL 33134

Oswaldo S. Herrera
526 Zamora Ave.
Coral Gables, FL 33134

The names of the first officers of the corporation, to hold office until their successors are elected are:

Oswaldo S. Herrera :President & Treasurer
Estela Herrera :Vice President & Secretary

ARTICLE VIII
RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

| <u>NAME</u> | <u>No. of Shares</u> | <u>Consideration</u> |
|--------------------|----------------------|----------------------|
| Estela Herrera | 510 | \$ 510.00 |
| Oswaldo s. Herrera | 490 | 490.00 |

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

ARTICLE IX
BY-LAWS

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

ARTICLE X
INDEMNIFICATION

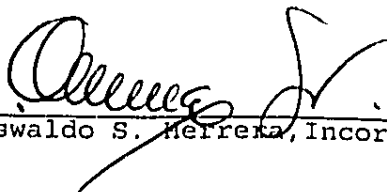
To the full extent permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (including, one in the right of the corporation to procure judgement in its favor) by reason of the fact that he or his testator or intestate, is or was director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust, or other enterprise in any capacity, at the request of the corporation.

ARTICLE XI
INCORPORATORS

The name and address of the Incorporators executing this Articles of Incorporation are:

Oswaldo S. Herrera
526 Zamora Ave.
Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed of these Articles of Incorporation at Hialeah, Florida, on this 30th day of January, 1996.

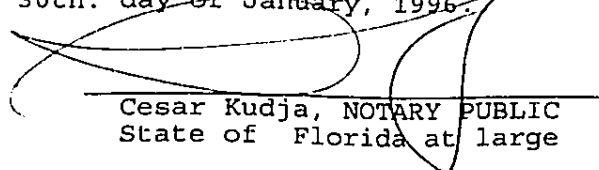


Oswaldo S. Herrera, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

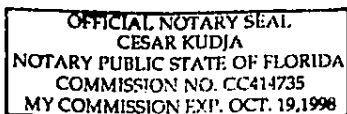
BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared Oswaldo S. Herrera, known to me to be the persons who executed the foregoing Articles of Incorporation of UNDERGROUND SYSTEMS, INC. and who is described in said certificate as incorporator of said corporation and he acknowledged before me that he executed the same for the purpose herein expressed.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid, this 30th day of January, 1996.



Cesar Kudja, NOTARY PUBLIC
State of Florida at large

My commission expires:



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

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

First: That UNDERGROUND SYSTEMS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business, as indicated in the Articles of Incorporation, at the City of Coral Gables, Coun. of Dade, State of Florida, has named its agent to accept service of process within the State the following individual:


Oswaldo S. Herrera
526 Zamora Ave.
Coral Gables, FL 33134


Oswaldo S. Herrera, President

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at 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 office.

Signed this 30th. day of January, 1996.


Oswaldo S. Herrera