

P96000010626  
TRANSMITTAL LETTER

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

RECEIVED  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
JAN 11 1996

SUBJECT: Razors Edge Lawn and Landscape, Inc  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
Additional Copy Required			

FROM: Matthew C. Wiese  
Name (printed or typed)  
415 SW 20th Street  
Address  
Cape Coral, Florida 33991  
City, State & Zip  
(941)772-1369  
Daytime Telephone number

400001696814  
-01/24/96--01055--011  
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NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 29, 1996

MATTHEW C. WIESE  
415 SW 20TH STREET  
CAPE CORAL, FL 33991

SUBJECT: RAZORS EDGE LAWN AND LANDSCAPE, INC.  
Ref. Number: W96000002097

We have received your document for RAZORS EDGE LAWN AND LANDSCAPE, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 096A00003692

ARTICLES OF INCORPORATION  
OF  
RAZORS EDGE LAWN AND LANDSCAPE, INC.

The undersigned, acting as incorporator of a corporation under the laws of the State of Florida, and Florida Statutes, Chapter 607, hereby set forth and declare:

ARTICLE I

The name of the corporation shall be RAZORS EDGE LAWN AND LANDSCAPE, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue shall be 100 shares of common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

ARTICLE IV

The corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

ARTICLE V

The principal place for the transaction of its business shall be 415 SW 20th Street, Cape Coral, County of Lee, in the State of Florida. The corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

#### ARTICLE VI

The corporation shall have a Board of Directors of not less than one (1) directors, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

#### ARTICLE VII

The initial Board of Directors shall consist of one member, who need not be a resident of the State of Florida or shareholder of the Corporation. The name and address of the person who shall serve as Directors until the first annual meeting of shareholders, or until his successors shall have been elected and qualified, are as follows:

Matthew C. Wiese  
415 SW 20th Street  
Cape Coral, Florida 33991

The initial Board of Directors shall hold an organizational meeting.

#### ARTICLE VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers, agents and factors, chosen in such a manner, holding their office for such term and having such powers and duties as may be prescribed by the Bylaws adopted by the shareholders or determined by the Board of Directors. The name and post office address of the Officers who shall conduct the business of the corporation until their successors are elected and qualified is:

Matthew C. Wiese  
415 SW 20th Street  
Cape Coral, Florida 33991

President

Matthew C. Wiese  
415 SW 20th Street  
Cape Coral, Florida 33991

Vice President

Matthew C. Wiese  
415 SW 20th Street  
Cape Coral, Florida 33991

Secretary

Matthew C. Wiese  
415 SW 20th Street  
Cape Coral, Florida 33991

Treasurer

#### ARTICLE IX

The name and post office address of the incorporator is  
Matthew C. Wiese, 415 SW 20th Street, Cape Coral, Florida 33991.

#### ARTICLE X

The amount of indebtedness or liability to which the corporation at  
any time may subject itself shall be unlimited.

#### ARTICLE XI

The street address of the initial principal office of this corporation  
is 415 SW 20th Street, Cape Coral, Florida 33991, and the name of the initial  
registered agent of this corporation is Matthew C. Wiese, 415 SW 20th Street,  
Cape Coral, Florida 33991.

#### ARTICLE XII

The initial Bylaws of this corporation shall be adopted by the  
Shareholders. The Bylaws may be amended from time to time by either the  
shareholders or the directors. The shareholders may amend, alter, or  
repeal any Bylaw adopted by the directors. The directors may not alter,  
amend or repeal any Bylaws adopted by the shareholders, nor may the directors  
adopt Bylaws which would be in conflict with the Bylaws adopted by the  
shareholders.

#### ARTICLE XIII

Each director and officer of the corporation, whether or not then in  
office, shall be indemnified by the corporation against all cost and expense  
reasonably incurred or imposed upon him in connection with or arising out of

any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

#### ARTICLE XV

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable

to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, the undersigned being the incorporator hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, acknowledge and file the foregoing Articles of Incorporation, and certifying that the facts therein stated are true, and accordingly set my hand and seal this 18 day of January, 1996.

Matthew C. Wiese  
Incorporator, Matthew C. Wiese

DR LIC FLA. W200-543-73-0690

STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgements and administer oaths personally appeared Matthew C. Wiese, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certify and acknowledge that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 18<sup>th</sup> day of January, 1996.

Dianne Reeder  
Notary Public

My Commission Expires:

11/14/97



"OFFICIAL SEAL"  
Dianne Reeder

My Commission Expires 11/14/97  
Commission #CC 330059

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Razors Edge Lawn and Landscape, Inc
2. The name and address of the registered agent and office is:

Matthew C. Wiese  
(NAME)

415 SW 20th Street  
(P.O. Box or Mail Drop Box ~~NOT~~ ACCEPTABLE)

Cape Coral, Florida 33991  
(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Matthew C. Wiese  
(SIGNATURE)

1/19/96  
(DATE)