



P96000013978

January 23, 1996

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

BOARD OF DIRECTORS

Officers

Dr. Ray Tuley
President
Howard Butler, Jr.
Secretary
Verbert C. Anderson
Treasurer

Members

Cornelius E. Allen
Reginald Clyno, Esq.
Clarence W. Ewell
T. Wilford Fair
Ronald E. Frazier
Howard Hadley, Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Carrie P. Meek
Dr. Rudolph Moore
Garth C. Reeves
Neil Robinson
Dorothea Stewart
Karen Johnson Street
Diane H. Black,
Executive Director

RE: Articles of Incorporation: WILLIE'S HOME & LAWN CARE SERVICES, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, Certificates Designating Place of Business and Registered Agent, check #3176 in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fee.

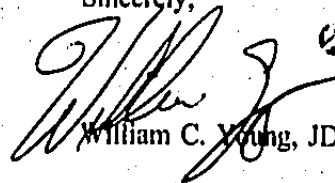
Please file both the Articles and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

WILLIAM C. YOUNG, JD
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

300001712533
-02/12/96--01071--006
*****122.50 *****122.50

Thank you for attention to this matter.

Sincerely,


William C. Young, JD

WCY/cd
Encls.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB 12 PM 2:48

FILED

FEB 14 1996 BSB

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

draft@necdc.org

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

ARTICLES OF INCORPORATION

OF

WILLIE'S HOME & LAWN CARE SERVICES, INC.

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SECRETARY OF STATE
FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is WILLIE'S HOME & LAWN CARE SERVICES, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 201 Grant Drive, Miami, Florida, 33133.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration

as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 201 Grant Drive, Miami, Florida, 33133, and the registered agent at that office is WILLIE MAE BETHEL

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

WILLIE MAE BETHEL
201 Grant Drive
Miami, Florida 33133

GARRIAN MCGHEE
1251 NE 82nd Street
Miami, Florida 33138

ARTICLE IX: INCORPORATOR

The Incorporator of the Corporation is as follows:

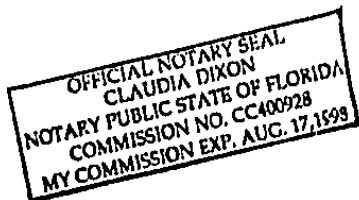
WILLIE MAE BETHEL
201 Grant Drive
Miami, Florida 33133

IN WITNESS WHEREOF, I, WILLIE MAE BETHEL, the undersigned Incorporator,
have signed these Articles of Incorporation on this 6th day of JANUARY, 1996 and
acknowledged the same to be my act.

Willie Mae Bethel
WILLIE MAE BETHEL

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 6th day of JANUARY,
1996 by WILLIE MAE BETHEL, who personally appeared before me at the time of notarization,
and who is personally known to me or who produced a Florida Driver's License as identification.



NOTARY PUBLIC:

SIGN:

Claudia Dixon

PRINT:

CLAUDIA DIXON

STATE OF FLORIDA AT LARGE

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That WILLIE'S HOME & LAWN CARE SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named WILLIE MAE BETHEL at 201 Grant Drive, in the City of Miami, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

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.

BY:

Willie Mae Bethel
WILLIE MAE BETHEL

DATE:

1/6/96

P960000013978



MARCH 9, 1996

Department of State
Division of Corporation
Amendments and Mergers Section
Post Office Box 6327
Tallahassee, Florida 32314

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Howard Bulkin, Jr.
Secretary
Vincent C. Anderson
Treasurer

Members

Constance L. Allen
Rogeroid Chyns, Esq.
Clarence W. Ewell
T. Wilfred Fox
Ronald E. Hester
Howard Harkley, Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Corrine P. Meek
Dr. Rudolph Moore
Garth C. Reeves
Neil Robinson
Dorothea Stewart
Kadron Johnson Street
Elaine H. Black
Executive Director

**RE: AMENDED & RESTATED ARTICLES OF
INCORPORATION
WILLIE'S HOME & LAWN CARE SERVICES, INC.**

Dear Sir/Madam:

Enclosed please find an original and one copy of the Amended and Restated Articles of Incorporation for the above referenced corporation and check no. 4831 in the sum of eighty-seven dollars and fifty cents (\$87.50) to cover the filing fee and certified copy.

Please file the enclosed documents for the corporation and return a file-marked, certified copy to the following:

**WILLIAM C. YOUNG, JD.
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150**

**400001741954
-03/13/96--01100--001
*****87.50 *****87.50**

If you have any questions please do not hesitate to contact me at (305) 751-8934.

Sincerely,

William C. Young, JD.

Encls.

**TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.**

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

SH 3/18
Amended + Rest.
w/ NC

TECO
SECRETARY OF STATE
DIVISION OF CORPORATION
96 MAR 13 PM 2:10

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

BETHEL & MCGHEE LANDSCAPING, INC.

Pursuant to the provisions of Sections 607.001 et seq. of the Florida Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is WILLIE'S HOME & LAWN CARE SERVICES, INC.

2. The following Amended and Restated Articles of Incorporation was adopted by the Board of Directors of the corporation on February 25, 1996, in the manner prescribed by the Florida Business Corporation Act:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is BETHEL & MCGHEE LANDSCAPING, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 1251 N.E. 82nd. STREET, Miami, Florida, 33138.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 MAR 13 PM 2:10

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 1251 N.E. 82nd. STREET, Miami, Florida, 33138, and the registered agent at that office is GARRIAN H. MCGHEE.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The Board of Directors of the Corporation shall be comprised of:

WILLIE MAE BETHEL
201 Grant Drive
Miami, Florida 33133

GARRIAN MCGHEE
1251 NE 82nd Street
Miami, Florida 33138

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

WILLIE MAE BETHEL
201 Grant Drive
Miami, Florida 33133

The foregoing Amended and Restated Articles of Incorporation restate and integrate the corporation's Articles of Incorporation filed on February 12, 1996, and , in addition, amends, Articles I, II, VII and XI of the Corporation's Articles of Incorporation.

There is no discrepancy between the Corporation's Articles of Incorporation as therefore amended and the provisions of these Amended and Restated Articles of Incorporation other than inclusion of the aforesaid amendments adopted by the Board of Directors of the Corporation.

The shareholders of the Corporation are not entitled to vote on the Amended and Restated Articles of Incorporation.

The Amended and Restated Articles of Incorporation, duly adopted by the Board of Directors, supersede the original articles of incorporation and all amendments to them.

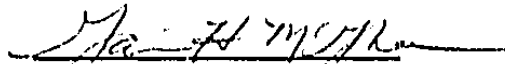
The Amended and Restated Articles of Incorporation were adopted by the Board of Directors on February 25, 1996.

Dated at Miami, Dade County, Florida this 4th day of March, 1996.

BETHEL & MCGHEE LANDSCAPING, INC.

By: 
GARRIAN H. MCGHEE

In Witness Whereof, I, GARRIAN H. MCGHEE, President of BETHEL & MCGHEE LANDSCAPING, INC., have signed these Amended and Restated Articles of Incorporation, on this 4th day of March, 1996.



GARRIAN H. MCGHEE

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing was sworn to before me this 4th day of March, 1996, by GARRIAN H. MCGHEE, President of BETHEL & MCGHEE LANDSCAPING, INC., a Florida Corporation, on behalf of the corporation. She personally appeared before me at the time of notarization, and is personally known to me or has produced a Florida Driver's License #M200-288-58-847.



OFFICIAL SEAL
AUDREY HADLEY
My Commission Expires
March 15, 1997
Comm. No. CC 266169

NOTARY PUBLIC:
SIGN: 
PRINT: Audrey Hadley
STATE OF FLORIDA AT LARGE

'CERTIFICATE DESIGNATING RESIDENT AGENT AND REGISTERED OFFICE

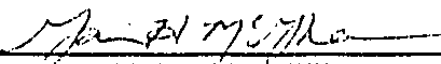
Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

DESIGNATION

BETHEL & MCGHEE LANDSCAPING, INC., desiring to organize under the laws of the State of Florida, hereby designates GARRIAN H. MCGHEE, its registered agent and 1251 N.E. 82nd. Street, Miami, Florida 33138 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree this 4th day of March, 1996 to act in such capacity for such corporation at its registered office.

BY: 
GARRIAN H. MCGHEE