

ATTORNEY

EDWARD T. DINNA

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719 Intracoastal Drive
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March 29, 1996

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

FILED
APR 1 PM 1:03
TALLAHASSEE, FLORIDA

RE: SIMPSON LANDSCAPING AND DESIGN, Inc.

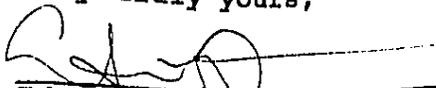
Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

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-04/04/96--01045--010
***122.50 ***122.50

Very truly yours,


Edward T. Dinna, Attorney

Name and Address of Corporation:

SIMPSON LANDSCAPING AND DESIGN, INC.
113 Urquhart Street
Lake Worth, Florida 33461

4-9-96
TB

ETD/dlk

ARTICLES OF INCORPORATION
of
SIMPSON LANDSCAPING AND DESIGN, Inc.

FILED
MAY 1 11:03
CLERK OF THE COURT
HARRIS COUNTY TEXAS

ARTICLE I
NAME

The name of this corporation is SIMPSON LANDSCAPING AND DESIGN, INC. The principle address of the business is: 113 Urquhart Street, Lake Worth, Florida 33461

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: SIMPSON LANDSCAPING AND DESIGN, INC. and the name of the initial registered agent of this corporation is: EDWARD T. PINNA, ATTORNEY 719 INTRACOASTAL DRIVE, FORT LAUDERDALE, FLORIDA 33304.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ROY SIMPSON	113 Urquhart Street Lake Worth, Florida 33461

ARTICLE VIII
INCORPORATION

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
ROY SIMPSON	113 Urquhart Street Lake Worth, Florida 33461

ARTICLES IX
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of March, 1996.

[Signature]
ROY SIMPSON

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid to take acknowledgments, personally appeared ROY SIMPSON to me known to be the person described in and who executed the same and produced a FL DRIVERS LIC. as identification and did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of MARCH, 1996.

(Seal)



DEBRA KRAVITZ
MY COMMISSION # CG414241 EXPIRES
October 18, 1998
BONDED THROUGH TROY FAIN INSURANCE CO. Notary Public

[Signature]

FILED
MAR 29 1996
11:03
COUNTY OF BROWARD
FLORIDA

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

In pursuance of Section 48.091 and Section 607.034 (3), Florida Statutes, the following is submitted in compliance with said sections: SIMPSON LANDSCAPING AND DESIGN, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Ft. Lauderdale, Broward County, State of Florida, has named EDWARD T. DINNA, ATTORNEY, located at 719 Intracoastal Drive, Ft. Lauderdale, Florida (954) 561-4314 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Sections relative to keeping open said office.

[Signature]
EDWARD T. DINNA, ATTORNEY

ETD/dlk