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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (804) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1402 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-

CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR F.A.

NAME: ACTION LANDSCAPE & DESIGN CONTRACTORS, INC.  
FAX AUDIT NUMBER: H96000007387  
DATE REQUESTED: 05/24/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 7  
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 12:42:18

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072450003255

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TALLAHASSEE, FLORIDA

**STATE OF FLORIDA**

**ARTICLES OF INCORPORATION**

**OF**

**ACTION LANDSCAPE & DESIGN CONTRACTORS, INC.**

**PREPARED BY:**

**CAPITAL ACCOUNTS  
ADELFO ROQUE  
ACCOUNTING OFFICE  
8064 W 14TH COURT  
HIALEAH, FLORIDA 33014  
(305) 556-8240**

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**ARTICLES OF INCORPORATION**

**OF**

**ACTION LANDSCAPE & DESIGN CONTRACTORS, INC.**

I, the undersigned incorporator of this corporation under the Florida Statute 607, as amended, hereby form a corporation and adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation is:

**ACTION LANDSCAPE & DESIGN CONTRACTORS, INC.**

**ARTICLE II**

**PURPOSE AND NATURE OF BUSINESS**

The purpose of this corporation and the general nature of the business to be conducted are as follows:

o To engage in any business, activity, or endeavor which is lawful under the laws of the State of Florida.

**ARTICLE III**

**INITIAL PRINCIPAL PLACE OF BUSINESS**

The initial place of business is 12640 SW 51st Street, Miami, Florida 33175.

**ARTICLE IV**

**DURATION OF CORPORATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

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#### ARTICLE V

##### CAPITAL STOCK

The maximum shares of stock which this corporation is authorized to have outstanding at any one time is One Hundred (100) Shares of Common Stock with One Dollar (\$1.00) par value.

#### ARTICLE VI

##### INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than One Hundred (\$100) Dollars.

#### ARTICLE VII

##### SUBSCRIBERS

The name and address of the subscribers of these Articles of Incorporation are as follows:

Barbara Rodriguez  
12640 SW 51st Street  
Miami, FL 33175

#### ARTICLE VIII

##### DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-laws of this corporation, but shall never be less than one (1).

#### ARTICLE XIX

##### INITIAL BOARD OF DIRECTORS

The name and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-laws, and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successors are elected and qualified, is:

President/Treasurer  
Barbara Rodriguez  
12640 SW 51st Street  
Miami, FL 33175

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#### **ARTICLE X**

##### **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 XI**

##### **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he/she 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 XII**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this corporation is 12640 SW 51st Street, Miami, Florida 33175, and the name of the initial Registered Agent of this corporation at that address is Barbara Rodriguez.

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### ARTICLE XIII

#### INDEMNIFICATION

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

DATED the 20 day of May, 1996.

Barbara Rodriguez

Barbara Rodriguez

STATE OF FLORIDA )  
COUNTY OF DADE )

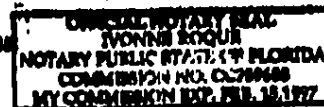
BEFORE ME, the undersigned authority, personally appeared Barbara Rodriguez, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at the City of Hialeah, Dade County, State of Florida, this 24<sup>th</sup> day of May, 1996.

Yvonne Riquelme

Notary Public

My commission expires



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

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that **ACTION LANDSCAPE & DESIGN CONTRACTORS, INC.**  
(Name of Corporation)

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 Mialeah, County of Dade, State of Florida has named Barbara Rodriguez, located at 12640 SW 81st Street, Miami, Florida 33175 as its agent to accept service of process within this state.

**ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT)**

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 provision of said Act relative to keeping open said office.

By,



Registered Agent

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MAY 24 1996  
TALLAHASSEE  
FLORIDA

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