

P9600048620

1201 HAYS STREET  
TALLAHASSEE, FL 32307  
904-222-0100  
904-222-0101

800-342-8000



PRESTICE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 975091 7110759

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 4, 1996

ORDER TIME : 10:48 AM

ORDER NO. : 975091

CUSTOMER NO: 7110759

CUSTOMER: Ms. Maria Soldo  
SOLDO, MARIA

81 Joysan Terrace

Freehold, NJ 07728

600001850196  
-06/04/96--01116--008  
\*\*\*122.50 \*\*\*122.50

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN -6 AM 9:59

DOMESTIC FILING

NAME: GROUNDSKEEPER LANDSCAPE &  
IRRIGATION SERVICES, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

613-641  
w96-11802  
634-

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6/7/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 6, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**

Please give original

submission date as file date.

SUBJECT: GROUNDSKEEPER LANDSCAPE & IRRIGATION SERVICES, INC.  
Ref. Number: W96000011802

We have received your document for GROUNDSKEEPER LANDSCAPE & IRRIGATION SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 896A00028269

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State  
DIVISION OF CORPORATION

June 4, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: GROUNDSKEEPER LANDSCAPE & IRRIGATION SERVICES, INC.  
Ref. Number: W96000011802

We have received your document for GROUNDSKEEPER LANDSCAPE & IRRIGATION SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 696A00027896

**RESUBMIT**

Please give original  
submission date as file date.

ARTICLES OF INCORPORATION

OF

GROUNDKEEPER LANDSCAPE & IRRIGATION SERVICES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUN -6 AM 9:59

TO: The Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Corporation Act, the undersigned, being a natural person of at least 18 years of age and acting as the incorporator of the corporation hereby being organized thereunder, certifies that:

ARTICLE I

The name of the corporation (hereinafter called the "corporation") is GROUNDKEEPER LANDSCAPE & IRRIGATION SERVICES, INC. and the principal place of business is 1440 Coral Ridge Drive, Suite 298, Coral Gables, Florida 33071.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

The corporation is organized to engage in any activity or business permitted within the purposes for which corporations may be organized under the laws of the United States and of the State of Florida and, in addition and without limiting the generality of the foregoing, for the following purpose or purposes:

To carry on the business of landscape architects and gardeners, floriculturists, horticulturists, nurserymen, designers and decorators, irrigationers, including any and all construction or alteration work incidental thereto and to do all things necessary and proper for the accomplishment of the aforesaid purposes.

To conduct the business of landscape gardening, to plan and arrange gardens, parks, lawns, terraces, estates, driveways, walks, and tree, shrub and flower planting for beautifying the above; install and maintain sprinklers and irrigation systems; to hire and maintain technical experts, gardeners to make said plans and arrangements and to execute the same; to acquire the necessary real estate and plant or plants to carry out the above objects; to acquire, maintain and operate a nursery and seed farm in connection with said business.

To raise, propagate, develop, buy, sell, export and import and generally deal in trees, shrubbery, plants, flowers, vines and all other things raised and produced in a nursery, to acquire the necessary real estate, farm or farms, plant or plants to properly carry out the above objects and incidentally to engage in general farming and to provide for the proper rotation of crops and the maintenances of the ground in a fertile condition.

To engage in the business of propagating, growing, harvesting, buying, selling and dealing in, at wholesale and retail, flowers, ferns, palms, shrubs, plants and

vegetable growths of all kinds; to make and perform contracts for designing, arranging and furnishing floral pieces and floral decorations of all kinds; to acquire, by purchase, lease or otherwise, hold, improve, develop, let, sell and generally deal in real properties of all kinds and rights and interests therein; to build, maintain and operate greenhouses, hot beds, cold frames, cellars, storage plants, equipment for transporting its products and supplies, stores, stands and other places for the marketing of its goods, wares and products.

To acquire by purchase or otherwise a farm or farms and to raise and produce thereon farm, garden and flower seeds, trees, plants, and shrubbery, and to buy, sell, import, export and generally deal in flower, garden and farm seeds of all kinds, planting trees, shrubbery, plants, bulbs, sets, and flowers; to acquire all real estate necessary to carry out the above objects and incidentally to do a general farming business.

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in

respect of, and generally deal in and with, at wholesale and retail, as principal, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, and merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to mortgage, sell, or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

#### ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which are without par value, and all of which are of the same class.

#### ARTICLE V

The address of the initial registered office of the Corporation within the State of Florida is: 1201 Nays Street, Tallahassee, Florida 32301; and the name of the initial registered agent at such address is Corporation Service Company.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is Three (3). The number of Directors may be increased or decreased from time to time by the ByLaws but shall never be less than one (1). The name and the address of the persons who are to serve initially as directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul J. Soldo	460 East 23rd Street Hialeah, Florida 33013
Maria C. Soldo	460 East 23rd Street Hialeah, Florida 33013
Kenia C. Balikes	460 East 23rd Street Hialeah, Florida 33013

#### ARTICLE VII

The ByLaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors. For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors



and of its shareholders or any class thereof, as the case may be, it is further provided:

The management of the business and the conduct of the affairs of the corporation, including the election of the Chairman of the Board of Directors, if any, the President, the Treasurer, the Secretary, and other principal officers of the corporation, shall be vested in its Board of Directors.

The Board of Directors shall have the power to remove directors for cause and to suspend directors pending a final determination that cause exists for removal.

#### ARTICLE VIII

The Corporation shall, to the fullest extent permitted by law, as the same may be amended and supplemented, indemnify any and all Corporate Agents, Officers or Directors from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders, or otherwise, and shall continue as to a person who has ceased to be a corporate agent and shall insure to the benefit of the heirs, executors, administrators, and personal representatives of such a corporate agent.

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted under the laws of the United States and of the State of Florida, as the same may be amended and supplemented.

#### ARTICLE IX

The shareholders, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as 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.

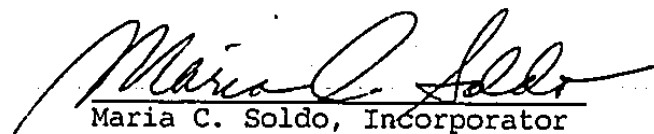
#### ARTICLE X

The name of the person signing these Articles is Maria C. Soldo and her address is 460 East 23rd Street, Hialeah, Florida 33010.

#### ARTICLE XI

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of June, 1996.

  
Maria C. Soldo, Incorporator

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Groundskeeper Landscape & Irrigation Services, Inc.

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, Florida 32301

(City/State/Zip)

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*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.*

Karen B. Rozar  
(Signature)

Karen B. Rozar \*\*As Agent\*\*

\_\_\_\_\_  
Date