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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HERMAN'S TREE SERVICES, INC.

FAX AUDIT NUMBER: H96000008600

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/19/1996

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

HERMAN'S TREE SERVICES, INC.

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 HERMAN'S TREE 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 1327 N. W. 80 STREET, MIAMI, FL 33147.

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.

ARTICLES/HERMANS

1 of 4

STANLEY B. LEWIS, ESQ.
TOOLS FOR CHANGE
6265 N. W. 7TH AVENUE
MIAMI, FL 33150
FL BAR# 0797022
305-751-8934

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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 1327 N. W. 80 STREET, MIAMI, FLORIDA 33147 and the registered agent at that office is HERMAN LEE SMITH.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have ONE (1) director 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:

HERMAN LEE SMITH
1327 N. W. 80 STREET
MIAMI, FL 33147

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ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

HERMAN LEE SMITH
1327 N. W. 80 STREET
MIAMI, FL 33147

IN WITNESS WHEREOF, I, HERMAN LEE SMITH, the undersigned incorporator, have signed these Articles of Incorporation on this 12th day of June, 1998, and acknowledged the same to be my act.

Herman Lee Smith
HERMAN LEE SMITH

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of June, 1998 by HERMAN LEE SMITH, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a Identification Card FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS

STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission 00497707
Expires Sep. 19, 1999
Issued by H&J
820-488-1888

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

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Pursuant to the provisions of Chapters 48.091 and 007.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That HERMAN'S TREE 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 HERMAN LEE SMITH at 1327 N. W. 80 STREET, 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: Herman Lee Smith
HERMAN LEE SMITH

DATE: 6/17/96

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TALLAHASSEE, FLORIDA