

7/10/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: CENTURY LANDSCAPE CORP.

DEPARTMENT OF STATE

1492 W. FLORISSA

STATE OF FLORIDA

SUITE 200

300 EAST BAYVIEW STREET

MIAMI FL 33135

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TALLAHASSEE FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CENTURY LANDSCAPE CORP.

FAX AUDIT NUMBER: H96000009845

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DIVISION OF CORPORATIONS

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EMP:RE CORPORATE KIT

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ARTICLES OF INCORPORATION
OF
CENTURY LANDSCAPE CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME. The name of this corporation shall be CENTURY LANDSCAPE CORP.

ARTICLE II

PRINCIPAL OFFICE. The principal place of business and mailing address of this corporation shall be 9915 Southwest 35th Terrace, Miami, Florida 33165.

ARTICLE III

CAPITAL STOCK. This corporation is authorized to issue One Hundred (100) shares of One and No/100 (\$1.00) Dollar par value common stock which shall be designated "common shares".

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS. The name and address of the initial registered agent is:

Armando Fou

9915 Southwest 35th Terrace
Miami FL 33165

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

This Instrument Prepared by:

Thomas F. Pope, Esquire
Florida Bar No. 183230
PEPE & NEMIRE, P.A.
1500 San Remo Avenue, Suite 220
Coral Gables, Florida 33146-3047
(305) 667-2564

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ARTICLE V

INCORPORATOR. The name and address of the incorporator to these Articles of Incorporation is:

Armando Fou

9915 Southwest 35th Terrace
Miami FL 33165

ARTICLE VI

DURATION. This corporation shall have perpetual existence unless dissolved according to law and its existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VII

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

THE UNDERSIGNED incorporator has executed these Articles of Incorporation on this 15th day of JULY 1996.


ARMANDO FOU

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF §607.0501, 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:


CENTURY LANDSCAPE CORP.

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

Armando Pou

9915 Southwest 35th Terrace
Miami FL 33165

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 obligation of my position as registered agent.


ARMANDO POU

DATED:

7/15/96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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