

McLEOD, McLEOD & McLEOD, P.A.
Attorneys and Counselors at Law
Post Office Drawer 950
Apopka, Florida 32704-0950

Johnie A. McLeod
Raymond A. McLeod
William J. McLeod

48 East Main Street
Telephone: (407) 886-3300
Facsimile: (407) 886-0087

August 2, 1996

Secretary of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

600001913590
-08/06/96--0107--006
****122.50 ****122.50

RE: A PERFECT FOLIAGE COMPANY

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you.

Sincerely yours,

Raymond A. McLeod
Raymond A. McLeod

RAM/jlk

Enclosures

AUG 7 1996

BSB

FILED
96 AUG -5 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
A PERFECT FOLIAGE COMPANY**

FILED
96 AUG -5 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is **A PERFECT FOLIAGE COMPANY**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation is authorized to issue 1,500 shares, all of one class, at \$1.00 par value.

ARTICLE V

The name of the Initial Registered Agent is **JOSEPH A. SUMLIN** whose address is 30905 Lochmore Circle, Mt. Plymouth, Florida 32776 and the principal office of this corporation is 234 East 8th Street, Apopka, Florida 32703.

ARTICLE VI

This corporation shall have two (2) Directors initially, and the number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Directors of this corporation are:

JOSEPH A. SUMLIN
30905 Lochmore Circle
Mt. Plymouth, Florida 32776

JOE F. SUMLIN
234 East 8th Street
Apopka, Florida 32703

ARTICLE VII

The name and address of the person signing these Articles of Incorporation as the Incorporator is JOSEPH A. SUMLIN whose address is 30905 Lochmore Circle, Mt. Plymouth, Florida 32776.

ARTICLE VIII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX

Shares of capital stock of this corporation shall be issued initially to the following in the amount set opposite his name:

<u>NAME</u>	<u>SHARES</u>
JOSEPH A. SUMLIN	1,000
JOE F. SUMLIN	500

ARTICLE XII

Directors need not be residents of this state or shareholders unless Articles of Incorporation or By-Laws so require.

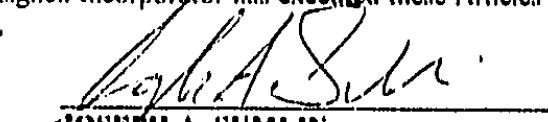
ARTICLE XIII

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock issued and outstanding.

ARTICLE XIV

If all Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

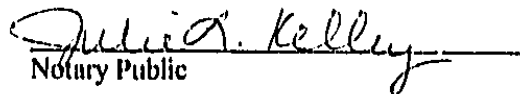
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of August, 1996.


JOSEPH A. SUMLIN
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

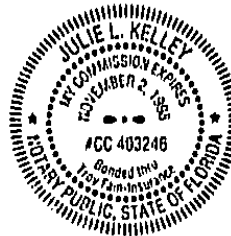
BEFORE ME, the undersigned authority, personally appeared JOSEPH A. SUMLIN who is personally known by me to be the person who executed the foregoing Articles of Incorporation of A PERFECT FOLIAGE COMPANY as the Incorporator, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto placed my hand and seal this 2nd day of August, 1996.


Notary Public

Printed Name of Notary
My commission expires:

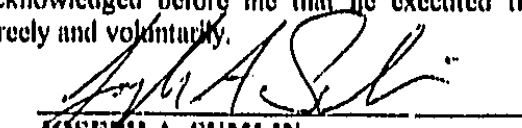
(SEAL)



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

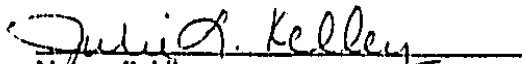
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared **JOSEPH A. SUMLIN** known to me to be the person who accepted designation as Registered Agent on behalf of A PERFECT FOLIAGE COMPANY, and he acknowledged before me that he executed this Acceptance of Designation as Registered Agent freely and voluntarily.



JOSEPH A. SUMLIN
Registered Agent

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 2nd day of August, 1996.



Notary Public

Printed name of Notary
My Commission Expires:

(SEAL)



FILED
96 AUG -5 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[PERFECT.ART/08-02-96/RAM]