P96000080427

1201 Hays Street
Tallahassee
800-...-8086

CSC networks
Prentice Hall Legal & Financial Services

ACCOUNT NO. : 072100000032

REFERENCE : 101460 159299A

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : September 27, 1996

ORDER TIME : 11:44 AM

ORDER NO. : 101460

CUSTOMER NO: 159299A

900001959119
-09/27/96--01048--006
****122.50 ****122.50

CUSTOMER: Laret Bolthouse, Esq
LARET BOLTHOUSE, ESQ

1794 Knights Court

Naples, FL. 33962

DOMESTIC FILING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 27 PM 3:21

NAME: DONDALE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS: 9/27/96

RECEIVED
96 SEP 27 AM 11:09
DIVISION OF CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLES OF INCORPORATION
OF
DONDALE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 27 PM 3:

I. NAME AND ADDRESS

The name of the corporation is: DONDALE, INC. The street address of the initial principal place of business and mailing address of the corporation is 4610 22nd Street SW, Naples, Florida 33999.

II. TERM OF EXISTENCE

This corporation is to have perpetual existence.

III. NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States or of the laws of the State of Florida.

IV. CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is ten thousand (10,000) shares. Such shares shall be of single class and shall have a par value of one dollar ($1.00) per share.

V. STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offeror and the corporation. If the parties cannot agree as to the value of the shares, each party shall select an arbitrator and two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit.

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared DONALD THOMPSON to me known to be the person described in and who executed the foregoing instrument and who produced Personally Known (type of identification), and acknowledged before me that he executed the same and who did/did not take and oath.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of September, 1996 A.D.

(SEAL REQUIRED)

My Commission Expires:

Notary Public
Print Name
Certificate #

COMMISSION # CC 481318
EXPIRES AUGUST 17, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

VI. ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 4610 22nd Street SW, Naples, Florida 33999 and the name of its initial registered agent at such address is DONALD THOMPSON.

VII. INCORPORATOR

The name and address of the incorporator to these articles is:

DONALD THOMPSON
4610 22nd Street SW
Naples, Florida 33999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 27 PM 3:21

VIII. MANAGEMENT OF CORPORATION

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the shareholders.

IX. AMENDMENT OF ARTICLES OF INCORPORATION

These articles may be amended in the manner provided by law. Every amendment shall be proposed by any shareholder and approved at a duly called shareholders meeting by a majority of the shareholders entitled to vote thereon.

Donald Thompson
DONALD THOMPSON

I hereby accept designation as Registered Agent of the Corporation.

Donald Thompson
DONALD THOMPSON

P96000080427

Laret Bolthouse, Esq.

Admitted in Florida and Michigan
Licensed CPA in Florida and Michigan
1794 Knights Court, Naples, Florida 34112
Telephone (941) 774-9194; FAX (941) 774-5821

FILED
97 JAN 27 PM 3:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

January 22, 1996

Secretary of State
Division of Corporation
PO Box 6327
Tallahassee, Florida 32314

600002069836--5
-01/28/97--01053--008
*****87.50 *****87.50

Re: Amendment to Articles of Incorporation
Dondale, Inc. to Driftwood Landscape and Maintenance, Inc.

To Whom It May Concern:

Enclosed please find the above referenced amended Articles of Incorporation for recording. Please return a certified copy of same.

Also enclosed is a check in the amount of $87.50 to cover your fees.

Thank you for your kind attention in this matter.

Sincerely,

Laret Bolthouse

N/C

VS FEB 3 1997

The undersigned, for the purpose of amending the Articles of Incorporation of DONDALE, INC. under the Florida General Corporation Act, do hereby adopt the following Amendment of Articles of Incorporation.

FILED
97 JAN 27 PM 3:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST AMENDMENT OF ARTICLES OF INCORPORATION
OF
DONDALE, INC.

CHANGE OF NAME

Article I of the Articles of Incorporation is hereby amended to change the name of the corporation from DONDALE, INC. to DRIFTWOOD LANDSCAPE AND MAINTENANCE, INC.. All other terms of said Article remain in full force.

DATE OF ADOPTION

This amendment was adopted by the sole shareholder, Donald Thompson on December 10, 1996.

Donald Thompson

DONALD THOMPSON, President
and Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared DONALD THOMPSON, well know to me to be the President and Secretary of the corporation in the foregoing instrument, and who acknowledged executing the same freely and voluntarily under authority duly vested in her by said corporation and who did/did not take and oath and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 10th day of December, 1996.

(Seal)

My Commission Expires:

Notary Public
Print Name __________
Serial No., if any __________

NOTARY PUBLIC STATE OF FLORIDA
COMMISSION # CC 481318
EXPIRES AUGUST 17, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.