

P96000082028

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISIONS OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

000001962720
-10/02/96--01037--004
*****70.00 *****70.00

SUBJECT: ENVIRONMENTAL GROUND WORKS INCORPORATED

ENCLOSED IS AN ORIGINAL AND ONE(1) COPY OF THE ARTICLES OF INCORPORATION AND A
CHECK FOR \$70.00

FROM

RON PIFER
3952 PEACE PIPE DRIVE
ORLANDO, FL. 32829
(407) 275-8885

FILED
96 OCT -1 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ENVIRONMENTAL GROUND WORKS, INCORPORATED
A FLORIDA CORPORATION

FILED
96 OCT -1 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION IS ENVIRONMENTAL GROUND WORKS INCORPORATED.

ARTICLE II

THIS CORPORATION IS TO EXIST PERPETUALLY UNLESS DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITIES OF BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THIS STATE.

ARTICLE IV

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE

RON PIFER
3952 PEACE PIPE DRIVE
ORLANDO, FL. 32829

ARTICLE V

THE MAXIMUM NUMBER OF SHARE OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100 SHARES OF COMMON STOCK AT ONE DOLLAR(\$1.00) PAR VALUE. ALL OR ANY PART OF SAID STOCK OF THIS CORPORATION MAY BE PAID FOR WHOLLY OR IN PART FOR CASH OR OTHER PROPERTY, EXCLUDING STOCK OR OTHER SECURITIES, AT A JUST VALUATION TO BE FIXED BY THE DIRECTORS OF THIS CORPORATION AT ANY REGULAR OR SPECIAL MEETING AND ANY AND ALL SHARES ISSUED SHALL BE PAID AND NON ASSESSABLE.

ARTICLE VI

THE INITIAL STREET ADDRESS OF THE PRINCIPLE OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: 3952 PEACE PIPE DRIVE ORLANDO, FL. 32829. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPLE OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII

THIS CORPORATION SHALL NOT HAVE LESS THAN ONE(1) DIRECTOR INITIALLY: THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME BY THE BYLAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE(1).

ARTICLE VIII

THE NAMES AND ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

RON PIFER
3952 PEACE PIPE DRIVE
ORLANDO, FL. 32829

ARTICLE IX

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, RON PIFER 3952 PEACE PIPE DRIVE ORLANDO, FL. 32829 IS HEREBY NAMED AS REGISTERED AGENT OF THIS CORPORATION TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. THAT THE SAID RON PIFER BY EXECUTION OF THESE ARTICLES DOES ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE LOCATED AT THE ABOVE ADDRESS.

ARTICLE X

IN THE CASE OF DEATH OF ANY STOCKHOLDER, THE CORPORATION SHALL HAVE THE RIGHT TO PURCHASE THE STOCK FROM THE LEGAL REPRESENTATIVE OF THE DECEASED FOR ITS BOOK VALUE AS OF THE DATE OF DEATH OF THE DECEASED STOCKHOLDER. IF THE CORPORATION DOES NOT, OR CANNOT, PURCHASE THE STOCK, THE BOARD OF DIRECTORS SHALL HAVE THE RIGHT TO EMPOWER SUCH OF ITS EXISTING STOCKHOLDERS AS IT SEES FIT TO MAKE SUCH PURCHASE FROM LEGAL REPRESENTATIVES AT THE SAME PRICE.

ARTICLE XI

THE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLE XII

UPON INCORPORATION, ENVIRONMENTAL GROUND WORKS WILL HAVE ONE OPERATING DIVISION(GREEN PARK LANDSCAPING). THIS OPERATING UNIT WILL BE PART OF THE LEGAL ENTITY CORPORATION - ENVIRONMENTAL GROUND WORKS. THE DIVISION GREEN PARK LANDSCAPING WILL HANDLE ALL MAINTENANCE ACTIVITIES FOR ENVIRONMENTAL GROUND WORKS.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAS EXECUTED AND SUBSCRIBED THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES AFORESAID ON THE

27 DAY OF Sept., 1996

RON PIFER
STATE OF FLORIDA
COUNTY OF ORANGE

Ron Pifer
(SIGNATURE)

FILED
96 OCT - 1 AM 1:19
TALLAHASSEE FLORIDA
SECRETARY OF STATE

BEFORE ME, THE UNDERSIGNED AUTHORITY, AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED RON PIFER AS REGISTERED AGENT OF ENVIRONMENTAL GROUND WORKS INCORPORATED, KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT AND HE ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THE SAME FOR THE PURPOSE THEREIN EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL THE

27th DAY OF Sept. 1996

NOTARY PUBLIC

COMMISSION # _____

MY COMMISSION EXPIRES _____

Patti J. Krieger



OFFICIAL SEAL
PATTI J. KRIEGER
My Commission Expires
Jan. 4, 1997
Comm. No. CC 249347