

P 960000 89199

KATHLEEN ARIES
1238 Whirlaway Lane
Chuluota, Florida 32700
Phone 407/300-8027 Fax 407/305-5309

FILED
96 OCT 28 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 24, 1996

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-10/29/96--01084--004
****122.50 ****122.50

Division of Corporations
Post Office Box 0327
Tallahassee, FL 32314

Dear Sirs;

Enclosed please find Articles of Incorporation for FLORIDA NATURAL PONDS & LANDSCAPES, INC, along with a check in the amount of \$122.50. Please consider this as an application for incorporation and process accordingly.

Thank you for your attention to this matter.

Sincerely,

Kathleen Aries

Kathleen Aries

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ARTICLES OF INCORPORATION

FLORIDA NATURAL PONDS & LANDSCAPES, INC.

We, the undersigned, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, adopt the following Articles of Incorporation, and do hereby certify as follows:

ARTICLE I

The name of the corporation shall be: **FLORIDA NATURAL PONDS & LANDSCAPES, INC.**

ARTICLE II

The principle address of this corporation shall be: 1238 Whirlaway Lane, Chuluota, FL 32766.

ARTICLE III

The authorized capital stock of this corporation shall consist of Five Thousand shares (5000) of common stock with a par value of One and no/100ths (\$1.00) per share. Such stock shall be fully paid and non-assessable. Said common capital stock may be paid for in cash or may be paid for in labor or services, or in real estate or in personal property at a fair valuation placed thereon by the Board of Directors. The Board of Directors of the corporation may, from time to time, issue the authorized stock to the corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof.

ARTICLE IV

This corporation designates, as its initial Registered Agent, as herein mentioned, Kathleen Aries, who accepts this designation as registered agent by her signature below, and the initial Registered Office as: 1238 Whirlaway Lane, Chuluota, FL, 32766,

ARTICLE V

The name and address of the person signing this Certificate of Incorporation as subscriber is: Kathleen Aries, 1238 Whirlaway Lane, Chuluota, FL, 32766.

ARTICLE VI

This corporation may conduct or engage in any activity or business now or hereinafter permitted under the laws of the United States and the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE VII

The corporation may use and apply its surplus earnings or accumulate profits authorized by law to be reserved to the purchase or acquisition of property and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner and upon such terms as its Board of Directors shall determine and to hold the same in its treasury to be thereafter sold, issued or disposed of when and in such manner as the Board of Directors may deem expedient; and neither such property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority vote of the stockholders.

ARTICLE VIII

The corporation may conduct its business, or any part or parts thereof, in the United States of America, or any of them, in the territories and the District of Colombia, and in any or all dependencies, colonies or possessions of the United States of America, and in foreign countries or jurisdictions, without restrictions as to place. It may have one or more offices or agencies, and keep such books of the company outside of the State of Florida as are not required by law to be kept within this State.

ARTICLE IX

This corporation may do all and everything necessary and proper for the accomplishment of the objects enumerated in this corporation, and in general, carry on any lawful business necessary or incidental to the attainment of the objects of this corporation.

ARTICLE X

This corporation shall have perpetual existence, unless sooner dissolved according to the law. Corporate existence shall commence on the date of filing of these Articles in the Secretary of State's office in Tallahassee, Florida.

ARTICLE XI

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may not contain any provisions for the regulation and management of the affairs of the corporation not consistent with the Articles of Incorporation.

ARTICLE XII

The business of the corporation shall be conducted and managed by a Board of Directors that consists of not less than two (2) members nor more than five (5) members, as fixed from time to time by the Bylaws of the corporation. The Board of Directors shall be elected by the stockholders, but it shall not be necessary that such directors be stockholders of the corporation. Decisions of the Board of Directors affecting the nature of the business of the

corporation or dissolution of the corporation shall require a majority vote of the Board of Directors to be effective.

ARTICLE XIII

The names and addresses of the first Board of Directors of this corporation, who shall hold office until their successors are elected and qualified, shall be:

Kathleen Aries	1238 Whirlaway Lane, Chuluota, FL 32766
William Aries	1238 Whirlaway Lane, Chuluota, FL 32766.

ARTICLE XIV

In furtherance, and not in limitation, of the powers conferred by statute, the corporation shall have and may exercise the following powers:

- A. The corporation shall have the power to hold meetings, both of the stockholders and directors, either within or without the State of Florida, at such places as may be from time to time designated by the Board of Directors. Meetings of the directors and stockholders may be held upon such notice thereof as may be set forth in the Bylaws of the corporation, subject to any statutory restrictions relative thereto, but any requirements as to notice of such meetings that may be set forth in the Bylaws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, and by the Bylaws of this corporation consistent therewith.
- B. The number of Directors of the corporation shall be fixed from time to time by the Bylaws and may be increased or decreased as shall be provided by the Bylaws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of directors, or by death, resignation or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders and until his successor shall have been elected and shall have qualified.
- C. The corporation, it its Bylaws, may confer upon the directors powers and authorities expressly conferred upon them by the Statutes.
- D. It shall not be necessary for any officer to the corporation, other than the president, to be a director, or for any officer to be a stockholder.
- E. The annual meeting of the stockholders shall be held on such day as may be fixed by the Bylaws of the corporation, and the date of such meeting may be changed from time to time as the Bylaws provide, and the manner of calling meetings of stockholders and directors may be fixed by the Bylaws.
- F. Members of the Board of Directors or any executive committee shall be deemed present at a meeting of any such board or committee if a conference telephone or similar

communication equipment by means of which all persons participating in the meeting can hear each other is used.

- G The corporation reserves the right to amend, alter, change or repeal any provision(s) contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.


ARTICLE XV

Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act or commission to act as such director or officer, provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceedings brought. The foregoing right to indemnification shall not be exclusive of any rights to which any director or officer may be entitled as a matter of law.

ARTICLE XVI

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by the reason of the fact that any one or more of the directors or officers of this corporation is or are interested in or is a member, stockholder, director, or officer of such other firm or corporation; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation shall be affected or invalidated by reason of the fact that any director or directors or officers of this corporation is a party or are parties to or interested in such contract, act or association or corporation, and each and every person who may become a director or officer to this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, the undersigned, being all of the subscribers to this Certificate of Incorporation of FLORIDA NATURAL PONDS & LANDSCAPES, INC., as herein set forth, do hereby make and file this Certificate, hereby declaring and certifying the facts herein are true, and, accordingly, I have set my hand and seal this 24 day of October, 1996.

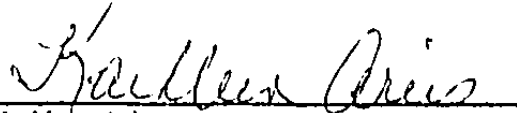


Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

I certify that I am a permanent resident of Florida, and my address is 1238 Whirlaway Lane, Chuluota, FL, 32766, and I hereby accept the foregoing designation as the initial Registered Agent of FLORIDA NATURAL PONDS & LANDSCAPES, INC., and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligation of Sections 607.0501 and 607.0505, Florida Statutes, dated this 24 Day of October, 1996.


Kathleen Aries

FILED
96 OCT 28 AM 10:47
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

P96000089199

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*file
1st*

*added capacity
per Crystal*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-3-97		
TIME	9:21		CK No. _____
BY	<i>[Signature]</i>		

WALK-IN Will Pick Up _____

RE: Florida Natural Parks
Landscapes, Inc.

	FEE	DISBURSED
Initial Express		
Art. Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
<input checked="" type="checkbox"/> Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		
SUBTOTALS		

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

97 APR -3 AM 11:43
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

97 APR -3 AM 9:44
 DIVISION OF CORPORATION

RECEIVED

[Signature]
[Signature]

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
FLORIDA NATURAL PONDS & LANDSCAPES, INC.

FILED
97 APR -3 AM 11:43

THE UNDERSIGNED, as sole incorporator of FLORIDA NATURAL PONDS & LANDSCAPES, INC., a company which has not yet issued shares, hereby files the following Articles of Amendment for such corporation:

ARTICLE I

The name of the corporation is FLORIDA NATURAL PONDS & LANDSCAPES, INC., and the corporate address is 1238 Whirlaway Lane, Chuluota, FL 32766.

ARTICLE II

Article I of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is FNPL TRANSITION CORPORATION, and the corporate address is 1238 Whirlaway Lane, Chuluota, FL 32766.

ARTICLE III

These Articles of Amendment were unanimously adopted by all of the initial directors of the Corporation on April 2, 1997, which votes were sufficient for approval.

IN WITNESS WHEREOF, these articles have been signed by the undersigned this 2 day of April, 1997.

Kathleen Aries
Kathleen Aries, incorporator &
director

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 2nd day of April, 1997 by Kathleen Aries, who is personally known to me or produced Duane Knowles as identification and who executed the foregoing Articles of Amendment.

Duane Knowles
NOTARY PUBLIC, STATE OF FLORIDA



DUANE KNOWLES
My Commission CC520694
Expires Feb. 01, 2000

Notary's Name Printed