

57 P96000098797

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

000002021010--0

-12/05/96--01050--009

****350.00 ****70.00

OFFICE USE ONLY

EFFECTIVE DATE

1-1-97

96 DEC -5 PM 3:49

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FORT STANHOPE INDUSTRIES, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
96 DEC -5 PM 3:49

12-6-96
Examiner's Initials

WJF

EFFECTIVE DATE
1-1-91

**ARTICLES OF INCORPORATION
OF
FORT STANHOPE INDUSTRIES, INC.**

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1991 DEC 5 PM 3:49

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **FORT STANHOPE INDUSTRIES, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 4 - MAILING ADDRESS

The mailing address of this Corporation is Post Office Box 144479, Coral Gables, Florida 33114-4479.

ARTICLE 5 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134



ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE MILLION (1,000,000)** shares of common stock each share having the par value of **ONE CENT (\$0.01)**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

6.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.



ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Amorilawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is Amorilawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 11 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 - EFFECTIVE DATE

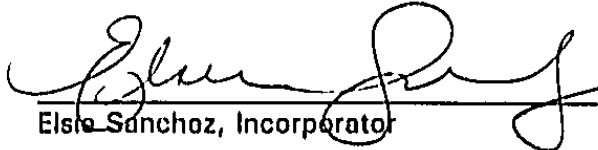
These Articles of Incorporation shall be effective January 1, 1997.

ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this DEC 04 1996


Elsie Sanchoz, Incorporator

95 DEC -5 PM 3:49

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

By: 
Lawrence J. Spiegel, President



P96000098797

APR 23 1997
DIVISION OF CORPORATIONS

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

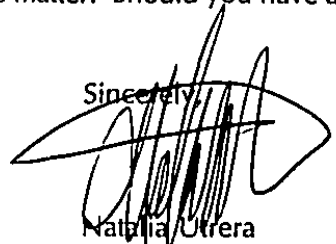
Re: FORT STANHOPE INDUSTRIES, INC.
DOCUMENT# P96000098797

Dear Sirs:

Please let this letter serve as authorization to change the the following relating to the above captioned corporation:

- | | |
|--|--|
| 1. Current Corporate Address on File: | New Corporate Address: |
| 343 Almeria Avenue
Coral Gables, Florida 33134 | 2411 Southwest 58 Manor
Ft. Lauderdale, Florida 33312 |
| 2. Current Mailing Address on File: | New Mailing Address: |
| P. O. Box 144479
Coral Gables, Florida 33114-4479 | 2411 Southwest 58 Manor
Ft. Lauderdale, Florida 33312 |

Thank you for your attention to this matter. Should you have any questions, please contact the undersigned.

Sincerely,

Natalia Utrera
Attorney at Law

cc: Dora I. Sanchez

Handwritten initials and date: NU 4/23/97

P96000098797

AMERILAWYER[®]

(Requestor's Name)
 343 ALMERIA AVENUE
 (Address)
 CORAL GABLES, FL 33134 - (305) 445-2700
 (City, State, Zip) (Phone #)

300002153813--4
 -04/24/97--01067--024
 *****70.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Fort Stanhope Industries, Inc PA 6000098797
 (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time ASAP Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
 APR 24 PM 2:44
 97 APR 24 PM 1:32
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 DEPARTMENT OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

4/24
 [Signature]
 Name Change

Examiner's Initials

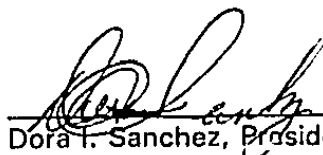
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FORT STANHOPE INDUSTRIES, INC.

FILED
97 APR 24 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

- FIRST:** The name of this corporation shall be changed to **V & D LAWN/SPRINKLER SERVICES, INC.**
- SECOND:** The date of the adoption of this amendment is the 22nd day of April, 1997.
- THIRD:** The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.
- FOURTH:** This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation of **FORT STANHOPE INDUSTRIES, INC.**

Signed this 22nd day of April, 1997.



Dora I. Sanchez, President

