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December 18, 1996

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/24/96--01075--016
****122.50 ****122.50

RE: QUALITY LAWN CARE AND LANDSCAPE OF SOUTH FLORIDA, INC.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-named corporation.

After it has been filed of record, please return the certified copy to this office.

Enclosed is a check in the amount of \$122.50 to cover the following costs:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	<u>\$ 122.50</u>

Thank you for your attention to this matter.

Very truly yours,

John D. O'Donnell
JOHN D. O'DONNELL

JDO:do

enc.

DEC 27 1996

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FILED
96 DEC 23 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

96 DEC 23 AM 11:43

of

QUALITY LAWN CARE AND LANDSCAPE OF SOUTH FLORIDA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: **QUALITY LAWN CARE AND LANDSCAPE OF SOUTH FLORIDA, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation is: to manufacture, purchase, sell, assign, transfer, or otherwise dispose of, and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is: 1,000 shares/par value \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

Pursuant to 607.034, Florida Statutes, the registered office of this corporation in the State of Florida shall be : 1750 NW 85 Avenue, Pembroke Pines, FL 33024. The registered agent in the State of Florida shall be BRIAN LORANT, whose business address is: 1750 NW 85 Avenue, Pembroke Pines, FL 33024.

The above is also the mailing address.

ARTICLE VII

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, the President, Vice-President and Secretary-Treasurer are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
ROBERT MACFARLANE	401 NW 200 Avenue Pembroke Pines, FL 33029	President Secretary Director
BRIAN LORANT	1750 NW 85 Avenue Pembroke Pines, FL 33024	Vice President Treasurer Director

ARTICLE IX

The names and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>CONSID- ERATION</u>
ROBERT MACFARLANE	401 NW 200 Avenue Pembroke Pines, FL 33029	500	\$ 500.00
BRIAN LORANT	1750 NW 85 Avenue Pembroke Pines, FL 33024	500	500.00

In accordance with Florida Statutes 613.26, it is expressly provided herein that the shareholders of this corporation shall have pre-emptive rights in any new stock of the same kind, class or series as that which they already hold and they shall have the right to purchase their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

ARTICLE X

These 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 the stockholders meeting by the majority of the stockholders entitled to vote thereon.

ARTICLE XI

It is the intention of this Charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242 - 1244, inclusive, of the Internal Revenue Code.

Robert MacFarlane (SEAL)

Brian Lorant (SEAL)

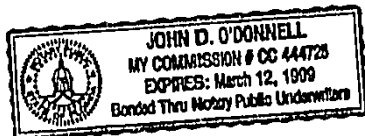
_____ (SEAL)

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared: ROBERT MACFARLANE, and BRIAN LORANT, to me know to be the person(s) described as subscriber(s) in, and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal this 18th day of December, 1996.

My Commission Expires:



John D. O'Donnell
Notary Public

John D. O'Donnell
Notary Public Printed Name

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with
said Act:

FIRST: That **QUALITY LAWN CARE AND LANDSCAPE OF SOUTH
FLORIDA, INC.,**

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the
Articles of Incorporation at the City of Pembroke Pines, County of Broward, State of Florida, has
named BRIAN LORANT, located at 1750 N.W. 85 Avenue, City of Pembroke Pines, County of
Broward, State of Florida, zip code 33024, as its registered agent to accept service of process within this
State.

ACKNOWLEDGMENT; (Must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

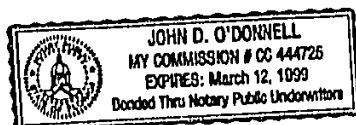

(Registered Agent)

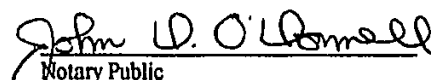
STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me the undersigned authority,
BRIAN LORANT, well known to me to be the person described in and who executed the foregoing
instrument, and he acknowledged before me that he executed as his free and voluntary act and deed for
the use and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 18th
day of December, 1996.

My Commission Expires:




Notary Public
John D. O'Donnell
Notary Printed Name