

P97000002566



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 216992 7120995

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 9, 1997

ORDER TIME : 3:26 PM

ORDER NO. : 216992-005

CUSTOMER NO: 7120995

CUSTOMER: Mr. Stephen W. Stroll
STEPHEN W. STROLL

East Suite
2023 North Flagler Drive
West Palm Beach, FL 33407

EFFECTIVE DATE

1-7-97

DOMESTIC FILING

NAME: PIFER LANDSCAPE & MAINTENANCE,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

FILED
97 JAN -9 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED
7 JAN -9 PM 4:12
H&M SEC. DIVISION

Kr
1-10-97

ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE
1-7-97

PIFER LANDSCAPE & MAINTENANCE, INC.

FILED
97 JAN -9 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person competent to contract, for the purpose of forming a corporation under and in accordance with the Florida General Corporation Act, Chapter 607, Florida Statutes, hereby subscribe to, acknowledge and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is **PIFER LANDSCAPE & MAINTENANCE, INC.**

ARTICLE II

NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is one thousand shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

All of the shares of such common stock shall be paid for in cash or property, real or personal, tangible or intangible, or the lease thereof, or in labor or services in lieu of cash or property, or in any combination thereof, at a just valuation to be fixed by the Board of

Directors of the Corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof, if other than labor or service in lieu of cash or property, does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefor shall have been paid.

ARTICLE IV

INITIAL AND WORKING CAPITAL

The Board of Directors shall have the authority to fix any amount which in its discretion needs to be reserved as working capital of the corporation.

ARTICLE V

TERM OF BUSINESS

This corporation is to exist perpetually. The date of corporate existence shall begin on January 7, 1997 if these Articles of Incorporation are filed with the Florida Secretary of State within five (5) days thereof, or if not, then the date of corporate existence shall begin when so filed.

ARTICLE VI

ADDRESS AND REGISTERED AGENT

The initial post office and street address of the principal office of this corporation is and the street address of its initial registered office is 10139 157th Street North, Jupiter, Florida 33478. The Board of Directors may from time to time move the principal office of this corporation to any other address in Florida.

The initial registered agent is Don Pifer, 10139 157th Street North, Jupiter, Florida 33478. The Board of Directors may remove and replace any designated registered agent.

ARTICLE VII

DIRECTORS

This corporation shall have one director initially. The initial number of authorized directors shall be not less than one and not more than five. The number of directors may be increased or diminished from time to time according to the by-laws adopted by the stockholders at any time.

ARTICLE VIII

INITIAL DIRECTOR AND OFFICERS

The names and addresses of the initial director and officers of the corporation who shall hold office until the first annual meeting of the shareholders of the corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Don Pifer	Director, President Treasurer and Secretary	10139 157th Street North Jupiter, Florida 33478

ARTICLE IX

SUBSCRIBERS

The names and addresses of the initial subscribers of the Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof are:

<u>Name and Social Security #</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Don Pifer 261-71-4754	10139 157th Street North Jupiter, Florida 33478	501	\$501.00

ARTICLE X

PREEMPTIVE RIGHTS

The shareholders shall have preemptive rights to acquire the corporation's unissued shares as set forth in Section 607.0630, Florida Statutes.

ARTICLE XI

BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such by-laws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the consent of the shareholders, to add to, delete from, or otherwise amend the by-laws of the corporation.

The Board of Directors of this corporation may adopt by-laws to be effective only in an "emergency". An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency by-laws are subject to amendment or repeal by the shareholders as well as the directors as described in Section 607.0207, Florida Statutes.

ARTICLE XII

INDEMNIFICATION AND LIMITATION OF LIABILITY

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-laws, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, or any former officer or director, and shall inure to the benefit of the heirs, personal representatives/executors, and administrators of such a person. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XIII

AFFILIATED TRANSACTION

The corporation expressly elects not to be governed by Section 607.0901, Florida Statutes.

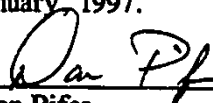
ARTICLE XIV

AMENDMENT

The corporation reserves the right to amend, add to or repeal any and all provisions contained in these Articles of Incorporation in the manner consistent with law and in conformity with provisions set forth in the by-laws.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the

capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 8 day of January, 1997.



Don Pifer


STATE OF FLORIDA

SS

COUNTY OF PALM BEACH

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 DON PIFER, to me well known to be the person described in and who executed the foregoing instrument and he acknowledged to and before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 8th day of January, 1997.

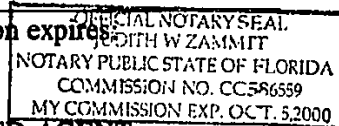


Notary Public, State of Florida

Print Name:

My Commission expires

Notarial Seal



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby accept to act for the above stated corporation, at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office.


DON PIFER

FILED

97 JAN -9 AM 10:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA