

P97000008191

Garber & Jay, P.A.  
Suite 304  
1752 East Tamiami Trail  
Naples, Florida 34112

David F. Garber, Attorney at Law  
Jana V. Jay, Attorney at Law  
Tracy H. Bolesky, of Counsel

Telephone 941-774-1400  
Facsimile 941-774-6687

January 16, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

200002065362--0  
-01/22/97--01174--004  
\*\*\*\*122.50 \*\*\*\*122.50

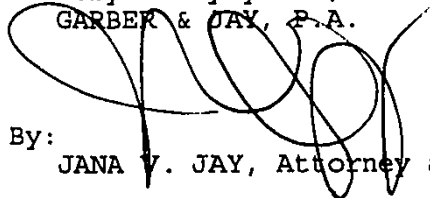
RE: Spruce It Up, Inc.

Dear Sirs,

Please find enclosed the original, as well as one copy of Articles of Incorporation for the above referenced entity. Also enclosed is a check for \$122.50 to cover filing fees, and other fees involved. The corporation is authorized to issue 1,000 shares of capital stock with a par value of \$1.00.

Please arrange for issuance of charter. If any additional information is needed, do not hesitate to contact me.

Very truly yours,  
GARBER & JAY, P.A.



By: JANA V. JAY, Attorney at Law

JVJ/tmp  
enc.

FILED  
97 JAN 22 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JK  
1-28-97

ARTICLES OF INCORPORATION  
OF  
SPRUCE IT UP, INC.

FILED  
97 JAN 22 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is SPRUCE IT UP, INC., the principal office of the corporation is 4532 East Tamiami Trail, Suite 304, Naples, Florida. The mailing address of the corporation is 4532 East Tamiami Trail, Suite 304, Naples, Florida 34112.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in is lawn maintenance and all such other lawful business as permitted by law.

FOURTH: The corporation shall be authorized to issue 1,000 shares at a par value of \$1.00 per share.

FIFTH: The initial address in Florida of the initial registered office of the corporation is 4532 East Tamiami Trail, Suite 304, Naples, Florida 34112 and the name of the initial registered agent at such address is Jana V. Jay.

SIXTH: The initial board of directors shall consist of one member. Members of the Board of Directors need not be residents of Florida or shareholders of the corporation.

SEVENTH: The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until successors shall have been elected and qualified are as follows:

Michael Allen  
4900 Biscayne Drive  
Unit 22  
Naples, Florida 34112

EIGHTH: The name and address of the initial incorporator is as follows:

Michael Allen  
4900 Biscayne Drive  
Unit 22  
Naples, Florida 34112

97 FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JAN 20 1997

NINTH: The shareholders shall have the power to adopt, amend, alter, and change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock, with the exception of Article Ten, which shall require unanimous vote for change.

TENTH: Stock may not be transferred without prior written corporate approval in accord with provisions of its by-laws.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the share of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any stockholder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS THEREOF, the undersigned has made and subscribed these articles of incorporation at Naples, Florida on the 15 day of January, 1997.

Michael Allen  
MICHAEL ALLEN, Incorporator

The undersigned does hereby accept appointment as registered agent for this corporation.

Jana V. Jay  
JANA V. JAY, Registered Agent

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me, the undersigned authority, personally appeared MICHAEL ALLEN who are to me well-known to be the person described in and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Naples in said County and State this 15 day of January, 1997.



"OFFICIAL SEAL"  
Teresa Parrow  
My Commission Expires 7/18/98  
Commission #CC 387570

Teresa Parrow  
Notary Public  
My Commission Expires: