

CARLOS RUIZ, JR.
2750 West Trade venue
Coconut Grove, Florida 33133
(305) 996-4055 & 461-5968

P970000/7796

February 19, 1997

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

100002034741--1

-02/21/97--01107--010

****122.50 ****122.50

Re: Articles of Incorporation for
C & J LOW CUT LAWN SERVICES, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation on the above referenced corporation. Also, enclosed please find check in the amount of \$122.50 to cover the fees for filing same.

It is imperative that these Articles be filed as expeditiously as possible. Please provide us with a filed copy of same.

Thank you for your anticipated cooperation in this matter.

Very truly yours,

Carlos Ruiz, Jr.

Carlos Ruiz, Jr.

CRJ/mmi
Enclosures

[Signature]
2/26

SECRETARY OF STATE
TALLAHASSEE, FL 32314

97 FEB 21 AM 8:56

FILED

ARTICLES OF INCORPORATION
OF
C & J LOW CUT LAWN SERVICE, INC.

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97 FEB 21 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

C & J LOW CUT LAWN SERVICE, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

a) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Seventy-Five Hundred (7,500) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 2750 West Trade Avenue, Coconut Grove, Florida 33133. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of

directors shall never be less than one.

ARTICLE VIII- INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

CARLOS RUIZ, JR.

2750 West Trade Avenue
Coconut Grove, Fl. 33133

ARTICLE IX - INITIAL OFFICERS

The name and address of the first Officers who shall hold office until their successors are elected or appointed and have qualified, are as follows:

CARLOS RUIZ, JR.
President/Secretary

2750 West Trade Avenue
Coconut Grove, Fl. 33133

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

CARLOS RUIZ, JR.
2750 West Trade Avenue
Coconut Grove, Florida 33133

ARTICLE XI - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XII - AMENDMENT

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 a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be 2750 West Trade Avenue, Coconut Grove, Florida 33133. The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

ARTICLE XIV - SERVICE OF PROCESS

All legal service shall be made upon CARLOS RUIZ, JR., the Registered Agent, at 2750 West Trade Avenue, Coconut Grove, Florida 33133.

ARTICLE XV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 19 day of February, 1997.

Carlos Ruiz, Jr.
By: CARLOS RUIZ, JR.

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19 day of February, 1997 by CARLOS RUIZ, JR.. He is personally known to me.

Signature: [Signature]

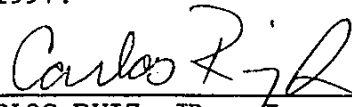
NAME: [REDACTED]
Title: [REDACTED]
Serial No. [REDACTED]
My Commission Expires: 1998

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: C & J LOW CUT LAWN SERVICE, INC., WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 2750 WEST TRADE AVENUE, CITY OF COCONUT GROVE,
STATE OF FLORIDA, HAS NAMED CARLOS RUIZ, JR., LOCATED AT 2750 WEST
TRADE AVENUE, CITY OF COCONUT GROVE, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS.

DATED: 2-19 -, 1997.


CARLOS RUIZ, JR. Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

DATED: 2-19, 1997.

By: 
CARLOS RUIZ, JR.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA