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LAW OFFICES OF
SERGIO J. GUZMAN

FILED

1105 SOUTHWEST 87TH AVENUE
MIAMI, FLORIDA 33174

97 FEB 24 AM 10:06

TELEPHONE:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(305) 262-6698

February 15, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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***122.50 ***122.50

Re: H&G Landscaping and Lawn Maintenance, Inc.,

Dear Ladies and Gentlemen:

Attached please find the duly executed Articles of Incorporation of the above corporation. Please file the same with your department, stamp the corresponding copy that we have attached hereto and return that copy to our office by means of the self addressed stamped envelope. We ask that you submit to us your certificate of incorporation as soon as the same is issued.

Please find our check for your fees of \$122.50. Your prompt attention is hereby requested.

Sergio Guzman
AUTHORIZATION BY PHONE
CORRECT *Article II*
DATE *2/4/97*
LOC. EXAM. *OK*

Very truly yours,

[Signature]
Sergio J. Guzman, Esquire

SJG/#17
Enclosure

OK 2/4/97

ARTICLES OF INCORPORATION

OF

H&G LANDSCAPING AND LAWN MAINTENANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: **H&G LANDSCAPING AND LAWN MAINTENANCE, INC.,**

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

The principal address is the same as the registered office.

Mr. Higinio Garcia
3941 NW 2nd Street
Miami, Florida 33125

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

Mr. Higinio Garcia
3941 NW 2nd Street
Miami, Florida 33125

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

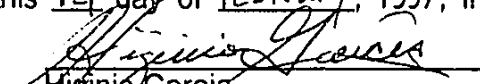
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Mr. Higinio Garcia
3941 NW 2nd Street
Miami, Florida 33125

ARTICLE IX. AMENDMENT.

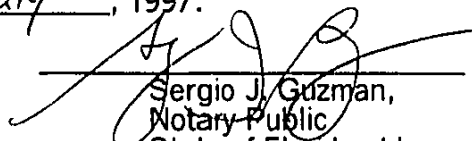
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

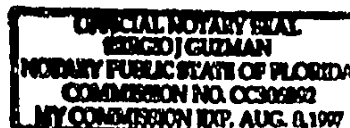
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 14 day of February, 1997, in Dade County, Florida.


Higinio Garcia

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared Higinio Garcia to me known to be the person described as Incorporator or who produced the following form of identification: FL DRIVER'S LICENSE and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 14 day of February, 1997.


Sergio J. Guzman,
Notary Public
State of Florida at Large



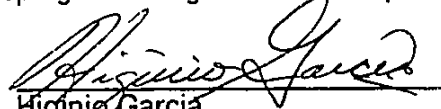
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ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

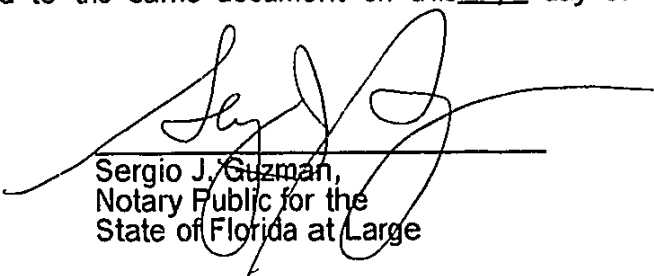
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING been named to accept service of process for H&G Landscaping and Lawn Maintenance, Inc., at 3941 NW 2nd Street, Miami, Florida 33125, the undersigned agrees to comply with provisions of Florida law relative to keeping the designated office open.


Higinio Garcia
Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared Higinio Garcia, who produced the following form of identification: FL DRIVER'S LICENSE or to me known to be the person described in the above Acknowledgment and Acceptance of Registered Agent, and acknowledged before me that he subscribed to the same document on this 14 day of February, 1997.


Sergio J. Guzman,
Notary Public for the
State of Florida at Large

