970000 30.505



ACCOUNT NO. : 072100000032

REFERENCE: 314234 141388A

AUTHORIZATION:

COST LIMIT : \$ PPD

ORDER DATE: April 1, 1997

ORDER TIME : 10:52 AM

ORDER NO. : 314234-005

CUSTOMER NO: 141388A

CUSTOMER: Michael A. Nugent, Esq

MICHAEL A. NUGENT, P.A.

P. O. Box 1428

Lake Worth, FL 33460

DOMESTIC FILING

NAME:

SHADOW TREE HAULING, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY

ţ.

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State SLIDMISSION date as file date.

April 1, 1997

CSC NETWORKS 1201 HAYS ST. TALLAHASSEE, FL 32301-2607

SUBJECT: SHADOW TREE HAULING, INC. Ref. Number: W97000007524

We have received your document for SHADOW TREE HAULING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

LISTED IN YOUR REGISTERED OFFICE ARTICLES OF INCORPORATION CONSISTENT **THROUGHOUT** MUST BE DOCUMENT.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng **Document Specialist**

Letter Number: 097A00016360

PECEIVED

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DEPARTMENT OF STATE

ARTICLES OF INCORPORATION SHADOW TREE HAULING INC.

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a Florida corporation under the laws of the State of Florida

ARTICLEI

NAME

The name of the Florida corporation shall be SHADOW.TREE HAULING, INC.

PURPOSE

This Florida corporation is organized for the purpose of engaging in the business of owning and leasing machinery, equipment, automobiles, airplanes, to transport trees, etc. This Florida corporation's existence shall be perpetual.

ARTICLEII

CAPITAL STOCK

The capital stock of this Florida corporation shall consist of Five Hundred (500) shares of common stock at One (\$1.00) Dollar par value, fully paid and nonassessable.

ARTICLEIII

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL PLACE OF BUSINESS

The initial registered office, and principal place of business of this Florida corporation shall be located at 1005 Lake Avenue, Suite 3, Lake Worth, Florida 33460, and the name of the initial Registered Agent of this Florida corporation at said address shall be Michael A. Nugent.

ARTICLEIV

INITIAL BOARD OF DIRECTORS

This Florida corporation shall initially have two (2) Directors. The number of Directors may be changed from time to time by the By-laws, but shall never be less than one (1). The name and address of the Directors are:

Frederic S. Southern Post Office Box 2536 Jupiter, Florida 33468-2536

Timothy A. Nugent 3180 Rostan Lane Lake Worth , Florida 33461

ARTICLE V

SPECIAL PROVISIONS

The following special provisions shall govern this Florida corporation.

A. The time and place of the annual shareholder's meeting and the annual Director's meeting shall be fixed and provided for in the By-laws, a notice shall be given in one of the methods provided for in the By-laws or as provided by law. Any Shareholder or Director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the By-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the Shareholders and/or in the By-laws. Any person may hold two or more offices. The Shareholders may, at any time, by majority vote at a duly called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

- C. The directors may describe a method or methods for replacement for lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.
- D. No person shall be required to own, hold or control stock in the Florida corporation as a condition precedent to holding an office or directorship in this Florida corporation.
- E. No contract or other transaction between the Florida corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Florida corporation is or are interested in or is an officer or director, or are officers or directors of such other corporation, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the Florida corporation is interested, and each and every person who may become an officer or director of this Florida corporation is hereby relieved

from any liability that might otherwise exist from his contracting with the Florida corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLEVI

COMMENCEMENT

This Florida corporation shall commence its existence upon the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation

SHADOW TREE HAULING, INC.

FREDERIC A. SOUTHERN

Incorporator

Incorporator

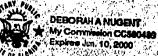
STATEOFFLORIDA

COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this 26 day of

or produced I.D. by Frederic S. Southern.

PUBLIC, State of F My commission expires: 4



STATEOFFLORIDA

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

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted in compliance with said Act.

That SHADE TREES, INC., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation appears become been processed as a supplemental process. Proceedings of the State of Florida, with its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Florida 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 an complete performance of my duties.