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LETTER OF TRANSMITTAL

Date: April 10, 1997

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

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****122.50 ****122.50

Re: Botanical Landscape Contractors Inc.

To whom it may concern:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



David Stasiak

Botanical Landscape Contractors Inc.
(Mailing Address & phone #)
214 Greenwood Avenue
Ormond Beach, Florida 32174
904-673-5788

FILED
97 APR 14 PM 10:05

4/17/97
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Botanical Landscape Contractors Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Botanical Landscape Contractors Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

| | | |
|-------------------------------------|---------|------------------|
| NAME <u>David Stasiak</u> | | |
| ADDRESS <u>214 Greenwood Avenue</u> | | |
| CITY <u>Ormond Beach</u> | FLORIDA | ZIP <u>32174</u> |

The principal office, if known, or the mailing address of the corporation is:

| | | |
|--|---------|------------------|
| NAME <u>Botanical Landscape Contractors Inc.</u> | | |
| ADDRESS <u>214 Greenwood Avenue</u> | | |
| CITY <u>Ormond Beach</u> | FLORIDA | ZIP <u>32174</u> |

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

| | | |
|-------------------------------------|----------------------|------------------|
| NAME <u>David Stasiak</u> | | |
| ADDRESS <u>214 Greenwood Avenue</u> | | |
| CITY <u>Ormond Beach</u> | STATE <u>Florida</u> | ZIP <u>32174</u> |
| NAME | | |
| ADDRESS | | |
| CITY | STATE | ZIP |
| NAME | | |
| ADDRESS | | |
| CITY | STATE | ZIP |

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

| | | |
|------------------------------|---------------|-----------|
| NAME David Stasiak | | |
| ADDRESS 214 Greenwood Avenue | | |
| CITY Ormond Beach | STATE Florida | ZIP 32174 |
| NAME | | |
| ADDRESS | | |
| CITY | STATE | ZIP |
| NAME | | |
| ADDRESS | | |
| CITY | STATE | ZIP |

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 10 th day of April, 19 97.

 (Seal)

____ (Seal)

____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Botanical Landscape Contractors Inc.

(name of corporation)

FILED
97 APR 14 PM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 214 Greenwood Avenue

Ormond Beach, Florida 32174

has named David Stasiak

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)