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June 11, 1997

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

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-06/18/97--01101--001
***122.50 ***122.50

RE: SCHIANO BROS. LAWN & LANDSCAPING, INC.

Dear Gentlemen:

Enclosed herein please find **CERTIFICATE OF INCORPORATION** for **SCHIANO BROS. LAWN & LANDSCAPING, INC.**, along with our trust account check in the amount of **\$122.50** to cover the filing fee. Please furnish this office with a **CERTIFIED COPY**. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,



ROBERT SCHIANO
RS/sca
Enclosures

ROBERT SCHIANO
1160 N. W. 133 TERRACE
SUNRISE, FLORIDA
33323-2911

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 18 AM 11:46

ca 6/19/97

CERTIFICATE OF INCORPORATION

OF

SCHIANO BROS. LAWN & LANDSCAPING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 18 AM 11:46

I, THE UNDERSIGNED, hereby associate myself together with the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State Florida providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

ARTICLE I.

The name of this corporation shall be **SCHIANO BROS. LAWN & LANDSCAPING, INC.**

ARTICLE II.

The general nature of the business to be transacted by this corporation shall be:

1. To conduct the business of landscape gardening, to plan gardens, parks, lawns, terraces, estates, driveways, walks, and tree, shrub, and flower planting for beautifying the above; to hire competent gardeners to make such plans and designs and to execute the same; to make estimates on the construction and to construct any of the above; to acquire the necessary real estate and plant or plants to carry out the foregoing objects; to acquire, maintain, and operate a nursery and seed farm in connection with such business.

To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and

contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

2. To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate as acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation.

3. To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchise to carry on any kind of business or enterprise of the corporation under such terms as the corporation may deem expedient and proper.

4. To become party to any lawful agreement with any person, firm, or company; to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of the corporation, either as holders of or interest in any property or otherwise, with all the powers now or hereafter conferred by the **Laws of the State of Florida** upon corporations.

5. The business of the corporation is from time to time to do one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the **State of Florida**, or in any State, Territory, or dependency of the **United States**, or in foreign

countries, it being the intention that each of the objects, purposes, and powers specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and the provisions of the statement of purposes shall be regarded by inference or reference by or from the terms of any clause of this statement or any other paragraph of the Charter or Certificate.

ARTICLE III.

The authorized capital stock of this corporation shall be one hundred (100) shares of common stock at no par value.

The common stock shall be payable in cash, property, or services, at just valuation to be fixed by the Board of Directors at a regular or special meeting called for that purpose. Property, labor, services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the Board of Directors.

ARTICLE IV. AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital to begin the business herein and operate same shall be a total of FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE V. PRINCIPAL OFFICE

The principal office of the corporation shall be located at 1160 N. W. 133 TERRACE, SUNRISE, FLORIDA 33323-2911.

with the privilege of operating any branch office any place in any state, territory or foreign country, as the corporation deems advisable.

**ARTICLE VI.
CORPORATION EXISTENCE**

The corporation shall have perpetual existence unless sooner dissolved according to Law.

**ARTICLE VII.
NUMBER OF DIRECTORS**

The number of directors shall be not less than one (1) nor more than three (3), but the by-laws may provide for such increase or decrease in number thereof as is authorize by law.

**ARTICLE VIII.
DIRECTORS**

The names and addresses of the first **Board of Directors** of this corporation are:

ROBERT SCHIANO
President, Secretary, Treasurer

1160 N. W. 133 TERRACE
SUNRISE, FLORIDA
33323-23911

**ARTICLE IX.
NAMES AND ADDRESSES OF SUBSCRIBERS**

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

ROBERT SCHIANO
President, Secretary, Treasurer

1160 N.W. 133 TERRACE
SUNRISE, FLORIDA
33323-2911

100 Shares of Stock

ARTICLE X.
REGISTERED AGENT

ROBERT SCHIANO is hereby named as the original **Registered Agent** of this corporation, on whom service of process may be held in accordance with the laws of the **State of Florida**, and the street address of the initial Registered Agent's office:

1160 N.W. 133 TERRACE, SUNRISE, FLORIDA 33323-2911.

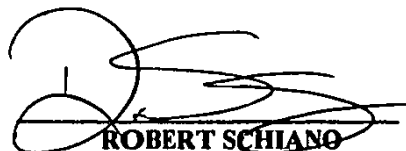
IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge and filed in the office of the Secretary of State of Florida the foregoing **CERTIFICATE OF INCORPORATION**,

this 11 day of **JUNE**, 1997.

WITNESSES:





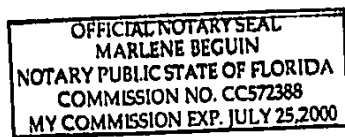

ROBERT SCHIANO

**STATE OF FLORIDA
COUNTY OF BROWARD**

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, **ROBERT SCHIANO**, personally known to me or has produced _____ as identification, and he acknowledged before me that he executed the foregoing

CERTIFICATE OF INCORPORATION for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 11th day of **JUNE, 1997**.




NOTARY PUBLIC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 AM 11:46

CERTIFICATE OF REGISTERED AGE

In compliance with **Chapter 48.091, Fla. Stats.**, the following is submitted:

SCHIANO BROS. LAWN & LANDSCAPING, INC., a corporation desiring to organize under the **Laws of the State of Florida**, has named **ROBERT SCHIANO** as its initial **Registered Agent**, and the initial street address of the initial registered office of said agent is:

1160 N.W. 133 TERRACE, SUNRISE, FLORIDA 33323-2911.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


ROBERT SCHIANO