

# Jenkins & Kaiser, P.A.

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Ernest P. Jenkins

Martin J. Kaiser

P97000067338

July 30, 1997

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

Federal Express Address:  
409 East Gaines Street  
Tallahassee, FL 32399

Attn: New Filings

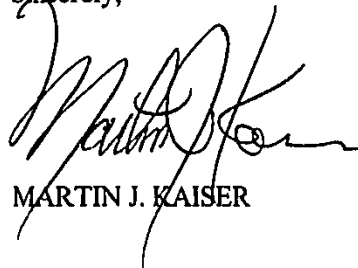
RE: Emerald Green Tree Care, Inc.  
Our File No: 97-5003

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above noted Corporation, as well as our check for \$122.50. Please file same and send us a certified copy in the enclosed envelope.

Thank you for your services.

Sincerely,



MARTIN J. KAISER

th  
Enclosures

cc:

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-08/01/97--01067--009  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG -1 AM 9:05

RP  
8-5-97

ARTICLES OF INCORPORATION  
OF  
EMERALD GREEN TREE CARE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG -1 AM 9:05

ARTICLE I. NAME

The name of this corporation is **EMERALD GREEN TREE CARE, INC.**

ARTICLE II. DURATION

The duration of this corporation shall be perpetual commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of carrying on the business of tree and shrub maintenance and for the purpose of transacting any and all lawful business.

ARTICLE IV. S CORPORATION

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in title 26 United States Code Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non resident alien.

ARTICLE V. CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE VI. MANAGEMENT OF CORPORATION  
BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs

of this corporation shall be managed under the direction of, the shareholders of this corporation.

#### ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT AND INITIAL PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is: 3251 62 Avenue North, St. Petersburg, Florida 33702 and the name of the initial registered agent of this corporation at that address is: Richard T. Goldston.

The street address of the initial principal office of this corporation is: 3251 62 Avenue North, St. Petersburg, Florida 33702

#### ARTICLE VIII. INCORPORATORS

The name and address of the persons signing these articles are:

Richard T. Goldston  
3251 62 Avenue North  
St. Petersburg, FL 33702

Lee I. Claxton  
10157 64th Avenue North  
Seminole, FL 33772

#### ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested solely in the shareholders.

#### ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them. Any right conferred upon the shareholders is subject

to this reservation.

Executed by the undersigned at St. Petersburg, Florida on the 25<sup>TH</sup> day of JULY,  
1997.

R. T. Goldston  
RICHARD T. GOLDSTON

L. Claxton  
LEE I. CLAXTON

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by this 25<sup>TH</sup> day of JULY,  
1997.

Martin J. Kaiser  
NOTARY PUBLIC STATE OF FLORIDA  
My Commission Expires:




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

The following is submitted in compliance with Chapter 48.091 Florida Statutes: That EMERALD GREEN TREE CARE, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION, at the City of St. Petersburg, County of Pinellas State of Florida, has named Richard T. Goldston as its Registered Agent and its Registered Office is at 3251 62 Avenue North, St. Petersburg, Florida, 33702 to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for 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.

  
\_\_\_\_\_  
RICHARD T. GOLDSTON  
Registered Agent

FILED  
CLERK OF CIRCUIT COURT  
97 AUG - 1 AM 9:05