



MARCUS & MARCUS, P.A.

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Richard L. Hersch  
of Counsel

P97000074952  
August 26, 1997

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

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\*\*\*\*122.50 \*\*\*\*122.50

RE: ACDM-PMS, INC.

Gentlemen:

Enclosed for filing is an original, plus one copy, of the Articles of Incorporation for the above-named corporation, together with our firm's check, in the amount of \$122.50 to cover the filing fees. Please file these Articles and return a copy to this office in the envelope which has been provided.

Should you have any questions or problems, please do not hesitate to contact the undersigned.

Sincerely,

MARCUS & MARCUS, P.A.

Iris N. Sachs, Esq.

INS/lec  
Enclosures

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8-28-97

*ARTICLES OF INCORPORATION*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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*OF*

*ACDM - PMS, INC.*

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

*ARTICLE I*

The name of the corporation shall be *ACDM - PMS, INC.* hereinafter referred to as the Corporation. The principal and main mailing address is as follows:

P.O. Box 924459  
Princeton, Florida 33092-4459

*ARTICLE II*

The duration of this corporation shall be that it exist perpetually.

*ARTICLE III*

The purpose of the Corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes; including but not limited to the following:

A) To acquire by purchase, lease, or otherwise, to equip, maintain and operate a mechanical grove tree pruning and shredding business; involving topping, hedging and shredding citrus grove trees.

B) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease or dispose of, letters patent of the United States or any Foreign Country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the Corporation or any other business association in which the Corporation may have an interest as stockholder or otherwise. But, under no circumstances, to have any claim or interest, unless specifically and separately conveyed, on patents created by any shareholders of the corporation. Any interest the corporation may have conveyed shall be deemed non-exclusive.

C) To manufacture, purchase or otherwise acquire, and to own, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise, and other personal property of every class and description whatsoever.

D) To act as financial, business or purchasing agent for domestic and foreign corporations, individuals, partnerships, associations or governmental units.

E) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories,

possessions and dependencies of the United States and in foreign countries, without restrictions as to place or amount.

F) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue Bonds, Promissory Notes, Bills of Exchange, Debentures, and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specified event, whether secured by mortgage or unsecured, for money borrowed or in payment for property purchased or acquired, or any other lawful objects.

G) To hold, purchase and convey real and personal property and to mortgage or lease the same, regardless of said property's location.

H) To construct, reconstruct, alter and remove any building or buildings situated on any real estate owned in fee by the Corporation or by others, or held under lease of contract or otherwise by this Corporation or by any other person, association or corporation.

I) To acquire by purchase, subscription or otherwise, and to hold for investment, and to hold, own, sell, vote, and handle shares of stock in other corporations.

J) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers enumerated in the Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the

Corporation as principal, agent, director, trustee or otherwise, and in general either alone or in association with other corporations, firms or individuals, to carry on any business necessary or incidental to the accomplishment of the purposes, or the attainment of the objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation or any Amendment thereof.

#### ARTICLE IV

This Corporation is authorized to issue two (2) classes of stock "preferred, non-voting" and "common, voting." The corporation shall issue One Thousand (1,000) shares of preferred stock of a par value of One Dollar (\$1.00) per share and same shall be held by DALLAS MCGLOTHLIN. One Thousand (1000) shares of common stock shall be authorized, and shall be issued in the name of DALLAS MCGLOTHLIN by this corporation.

Additional shares of preferred and/or common stock may be issued by the Corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by the law, with due regard to the interest of the existing shareholders; and when such consideration has been received by the Corporation, such shares shall be deemed fully paid.

The nature and extent of the preferences, rights, privileges,

and restrictions granted to or imposed upon the holders of the respective classes of stocks are as follows:

(A) The holders of such preferred stock shall be entitled to receive, should they so desire, from the surplus or net profits arising from the business of the corporation a fixed yearly dividend of no less than \$20.00 per share payable on March 31, June 30, September 30, and December 31, in each year before any dividends shall be set apart or paid on the common stock. Should the surplus or net profits arising from the business of the Corporation prior to any dividend day be insufficient to pay the dividends on the preferred stock, such dividends may be payable from the future profits, and no dividends shall, at any time, be paid on the common stock, until the full amount of at least, \$20.00 per share per year up to that time on all of the preferred stock, shall have been paid or set apart.

(B) In the event of liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the preferred stock shall be entitled to be paid no less than \$250.00 per share and the unpaid dividends accrued before any amount shall be paid to holders of the common stock; and, after the payment to the holder of the preferred stock at the rate of no less than \$250.00 per share, and the unpaid accrued dividends, the remaining assets and funds shall be divided and paid to the holders of the common stock pro rata according to their respective shares.

(C) That compensation to shareholders does not constitute compensation for creating patentable inventions.

(D) On or after January 27, 2003, the Corporation shall have the right from time to time to purchase, redeem, retire, and cancel any or all, of the outstanding preferred stock of the corporation, on any dividends date or upon Thirty (30) days written notice to the holder or holders of the preferred stock to be purchased, redeemed, retired, or cancelled, in such manner and amounts as the Board of Directors may determine, by paying to the respective holders of the stock so retired, or by depositing to their order in the office of the Corporation, a sum no less than \$250.00 per share of stock retired and cancelled, together with all unpaid accumulated dividends, if any. In case of such deposit, written notice shall be given to the respective holders of the stock so retired or cancelled, by mailing notice to such holders at their last known address as shown by the corporate records.

#### ARTICLE V

The initial Registered Agent for this corporation is Iris N. Sachs, and the initial registered office is located at MARCUS & MARCUS, P.A., 317 North Krome Avenue, Homestead, Florida 33030.

#### ARTICLE VI

This Corporation shall have six (6) Directors initially, who need not be shareholders of the Corporation.

The number shall be fixed by the bylaws and may be changed from time to time.

**ARTICLE VII**

The name and street address of each member of the first Board of Directors and Officers of the Corporation are:

**DALLAS McGLOTHLIN**  
President, CEO and Director  
25331 S.W. 142<sup>nd</sup> Avenue  
Princeton, FL 33032

**MICHAEL McGLOTHLIN**  
Vice President and Director  
25331 S.W. 142<sup>nd</sup> Avenue  
Princeton, FL 33032

**CATHERINE HALPERN**  
Secretary and Treasurer  
25331 S.W. 142<sup>nd</sup> Avenue  
Princeton, FL 33032

**OMAR VERA**  
Director  
25331 S.W. 142<sup>nd</sup> Avenue  
Princeton, FL 33032

**JOEL PEREZ**  
Director  
25331 S.W. 142<sup>nd</sup> Avenue  
Princeton, FL 33032

**ANGEL VERA**  
Director  
25331 S.W. 142<sup>nd</sup> Avenue  
Princeton, FL 33032

**ARTICLE VIII**

The name and street address of the incorporator is:

**DALLAS McGLOTHLIN**  
25331 S.W. 142<sup>nd</sup> Avenue  
Princeton, FL 33032

**ARTICLE IX**

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 shareholders, and approved at a



stockholders meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

### ARTICLE X

No contract or other transaction between this 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 Directors of this Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other Corporation. Any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation, or in which this corporation is interested. Any Director of this Corporation may vote upon any contract or any other transaction between this Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation. Any person made a party to any action, suit or proceeding relating to the performance by him, his testator or intestate, or his duties as a Director, Officer or employee of this Corporation or any corporation which he served as such at the request of this Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein. Such right of indemnification shall not be deemed

exclusive of any other right to which such Director, Officer or employee may be entitled by law.

## ARTICLE XI

### **RESTRICTION AND ALIENATION OF STOCK**

In furtherance and not in limitation of the power conferred by Statute, the following specific provisions are made for the regulation of business and conduct of the affairs of the corporation:

(A) Any shareholder shall have the right and power to obtain the consent of other shareholders of the Corporation to substitute for himself or themselves in this Corporation other persons, whether they are shareholders or not, so long as the Corporation or the then other existing shareholders are first offered such stock. This does not limit the right of any shareholder to negotiate with the Corporation or other shareholders of the Corporation as a group for the sale of this stock, and should an agreement be confirmed to sell the stock, to the Corporation or to the existing shareholders on an equally proportionate basis, then a sale may be consummated, and if such a sale cannot be consummated, then,

(B) The party desiring to sell all or part of his stock shall serve notice upon all other shareholders by certified mail, return receipt requested, indicating that he has a bonafide offer for the sale of his stock, stating the number of shares to be sold, the name and address of the person desiring to purchase same, and the sales price and terms of payment of such sale; said notice must also contain an offer to sell such stock upon the terms and conditions set

forth in the aforesaid bona fide offer of sale to the Corporation or the other existing shareholders on an equally proportionate basis, or to a single shareholder.

(C) For a period of Fifteen (15) days after the receipt of such notice, the Corporation shall have the option to redeem the stock so offered. If the Corporation fails to exercise such option, the other shareholders shall have the option to purchase such stock in equal amounts; however, should one or more of the shareholders not purchase his or their proportionate share of the offered stock, then the remaining stockholder or stockholders may exercise the option individually or, if more than one, on an equally proportionate basis within Thirty (30) days after the termination of the Corporation's option to redeem.

## ARTICLE XII

### **GENERAL PROVISIONS**

In furtherance and not in limitation of the power conferred by statute, the following specific provisions are made for regulation of the business and the conduct of all affairs of this corporation:

(A) This Corporation's Board of Directors are specifically authorized from time to time to adopt By-Laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by these shares of stock; providing, however, such provisions dealing with the purchase or redemption by the Corporation of these shares of stock

may not be invoked at a time or in a manner that would impair the capital of this corporation.

(B) The Board of Directors shall have the general management and control of this Corporation's business and may exercise the powers of the Corporation, except such as may be by Statute or any Articles of Incorporation or amendments thereto, or by By-Laws as executed from time to time, expressly conferred upon or reserved to the stockholders from time to time.

(C) The Board of Directors, from time to time, shall determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this Corporation, or any of them, shall be opened to the inspection of the shareholders, and no shareholder shall have the right to inspect any account or document of the Corporation, except as conferred by statute or authorized by the Board of Directors.

(D) Members of the Board of Directors may be substituted by other persons upon the calling of a Board of Directors meeting and a simple majority vote for replacement of the current member(s) of the Board of Directors.

(E) This Corporation shall have such officers as may from time to time be provided by the By-Laws, and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed therein or as may be determined from time to time by the Board of Directors, subject to the By-Laws.

(F) The Directors may prescribe a method or methods for replacement of lost certificates and may prescribe reasonable

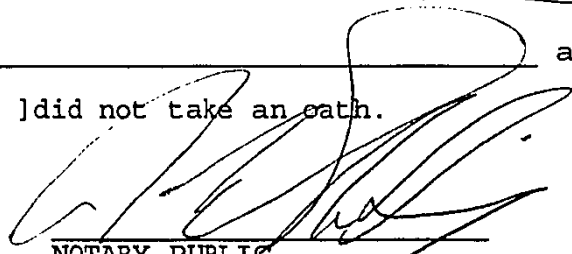
conditions by way of security upon the issue of new certificates therefor.

IN WITNESS WHEREOF, I have made, subscribed and acknowledge these Articles of incorporation on this 21 day of August, 1997.

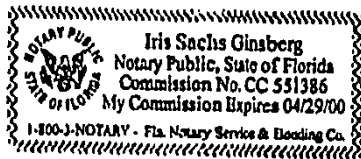
  
DALLAS MCGLOTHLIN

STATE OF FLORIDA    )  
                                  SS  
COUNTY OF DADE    )

THE FOREGOING INSTRUMENT was acknowledged before me on this 21 day of August, 1997, by DALLAS MCGLOTHLIN, who is personally known to me or who has produced \_\_\_\_\_ as identification and who [ ]did [ ]did not take an oath.

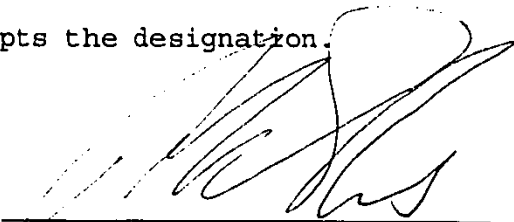
  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



**CONSENT OF REGISTERED AGENT**

HAVING BEEN NAMED as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



IRIS N. SACHS, ESQ.

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DIVISION OF CORPORATIONS  
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