

P97000107555



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 646999 80323A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 23, 1997

ORDER TIME : 10:55 AM

ORDER NO. : 646999-005

CUSTOMER NO: 80323A

CUSTOMER: Ms. Patrina M. Morales  
OSCEOLA PARALEGAL SERVICES,  
INC.  
17 South Orlando Avenue

Kissimmee, FL 34741

200002380882--5  
-12/23/97--01071--038  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: DISTINCTIVE LANDSCAPE  
MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED  
97 DEC 23 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 DEC 23 PM 12:25  
THE UNITED STATES CORPORATION

*Dmc*  
12-23-97

**FILED**

**ARTICLES OF INCORPORATION**

97 DEC 23 PM 2:02

**OF**

**DISTINCTIVE LANDSCAPE MANAGEMENT, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
CORPORATE NAME**

The name of the corporation shall be: DISTINCTIVE LANDSCAPE MANAGEMENT, Inc., the principle place of business of this Corporation shall be 2002 Marlboro Avenue, Kissimmee, Florida 34744.

**ARTICLE II  
NATURE OF THE BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, the United States or any other state, country, territory or nation.

**ARTICLE III  
TERM OF EXISTENCE**

This corporation shall have perpetual existence, commencing on the date of filing of these Articles in the office of the Secretary of State, for the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares with each share having a par value of \$1.00 per share.

**ARTICLE V  
REGISTERED AGENT IN INITIAL REGISTERED OFFICE**

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be: KATHLEEN M. FOUST, 17 S. Orlando Avenue, Kissimmee, Florida 34741.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

**ARTICLE VI  
BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII  
INITIAL DIRECTORS**

The name of the initial director of this corporation and their street address is:

James C. Hemphill  
2002 Marlboro Avenue  
Kissimmee, Florida 34744

The person named as initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE VIII  
INITIAL OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

James C. Hemphill	President
2002 Marlboro Avenue	
Kissimmee, Florida 34744	

**ARTICLE IX  
INCORPORATOR**

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

James C. Hemphill  
2002 Marlboro Avenue  
Kissimmee, Florida 34744

**ARTICLE X  
AMENDMENT**

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

**ARTICLE XI  
PREEMPTIVE RIGHTS**

Every shareholder upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds the right to purchase his prorata share thereof at the price at which it is offered to others.

**ARTICLE XII**

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.


IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on the 21 day of November, 1997.

  
JAMES C. HEMPHILL

STATE OF FLORIDA:  
COUNTY OF OSCEOLA:

BEFORE ME, a notary public, personally appeared JAMES C. HEMPHILL to me known to be the person described as incorporator and executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation on the 21<sup>st</sup> day of NOVEMBER, 1997.

(NOTARY SEAL)

  
NOTARY PUBLIC  
State of Florida at Large



SHERRY S MAYOTTE  
My Commission CC421998  
Expires Nov. 20, 1998  
Bonded by HAI  
800-422-1555

FILED

97 DEC 23 PM 2:02

ACCEPTANCE OF DESIGNATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been designated as registered agent for the above-named corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping open said office.

Kathleen M. Foust

RESIDENT AGENT

Kathleen M. Foust

17 S. Orlando Avenue

Kissimmee, Florida 34741