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Jeffrey R. Eisensmith, P.A.  
Attorney At Law

ONE FINANCIAL PLAZA, SUITE 1610  
FORT LAUDERDALE, FLORIDA 33394

BROWARD (305) 523-7601  
DADE (305) 945-8544  
TELEFAX (305) 463-6963

City/State/Zip

Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 16 AM 8:59

1-20-98

ARTICLES OF INCORPORATION OF  
ALL AMERICAN ARBORICULTURE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 16 AM 8:59

ARTICLE I  
CORPORATE NAME

The name of the corporation is ALL AMERICAN ARBORICULTURE, INC.

ARTICLE II  
DURATION

This corporation shall be perpetual existence commencing on the date of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III  
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of one dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V  
SHAREHOLDER'S RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offer to others.

ARTICLE VI  
INITIAL REGISTERED AGENT  
INITIAL REGISTERED OFFICE

This corporation's initial registered agent and registered office in the State of Florida is Jeffrey R. Eisensmith, P.A., One Financial Plaza, Suite 1610, Fort Lauderdale, Florida 33394.

ARTICLE VII  
CORPORATE ADDRESS

This corporation's initial address is 5720 NE 22nd Way, #424, Fort Lauderdale, FL 33308.

ARTICLE VIII  
DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names of the initial directors of this corporation are Rodney Wright and Brewster Heatley, and their address is 5720 NE 22nd Way, #424, Fort Lauderdale, FL 33308.

ARTICLE IX  
INCORPORATOR

The names and addresss of the persons signing these Articles are Rodney Wright and Brewster Heatley, 5720 NE 22nd Way, #424, Fort Lauderdale, FL 33308.

ARTICLE X  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI  
AMENDMENTS TO BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XII  
CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII  
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.

  
\_\_\_\_\_  
JEFFREY R. EISENSMITH,  
Registered Agent

STATE OF FLORIDA )  
SS  
COUNTY OF Broward

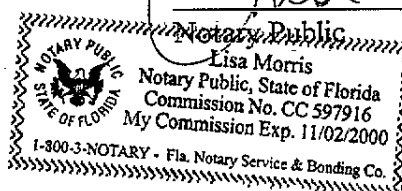
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 16 AM 9:00

BEFORE ME, the undersigned authority personally appeared JEFFREY R. EISENSMITH, who is personally known to me or who produced N/A as identification, and who did/did not take an oath, and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 12 day of

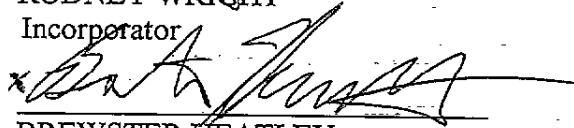
January, 1998.

My Commission Expires:



  
RODNEY WRIGHT

Incorporator

  
BREWSTER HEATLEY

Incorporator

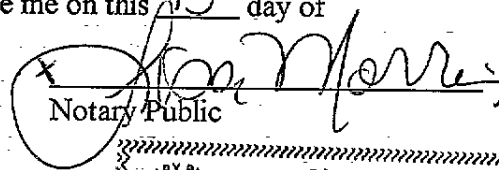
STATE OF FLORIDA )

COUNTY OF Broward <sup>SS</sup>

BEFORE ME, the undersigned authority personally appeared RODNEY WRIGHT and BREWSTER HEATLEY, who are personally known to me or who produced FLA Drivers License as identification, and who did/did not take an oath, and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 13 day of January, 1998.

My Commission Expires:

  
Notary Public

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NOTARY PUBLIC  
STATE OF FLORIDA  
Lisa Morris  
Notary Public, State of Florida  
Commission No. CC 597916  
My Commission Exp. 11/02/2000  
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1-800-3-NOTARY - Fla. Notary Service & Bonding Co.  
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