

P98000037050



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 792643 81040A

AUTHORIZATION :

COST LIMIT : \$ FEES PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 PM 2:46

ORDER DATE : April 23, 1998

ORDER TIME : 10:55 AM

ORDER NO. : 792643-005

CUSTOMER NO: 81040A

700002497867--1
-04/23/98-01059-012
****122.50 ****122.50

CUSTOMER: Rollin D. Davis, Jr
SHELL FLEMING DAVIS & MENGE

Ninth Floor, Seville Tower
226 Palafox Place
Pensacola, FL 32501

DOMESTIC FILING

NAME: JLS ENVIROSCAPES CORP.

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: Robert Maxwell

EXAMINER'S INITIALS:

RECEIVED
98 APR 23 PM 12:05
DIVISION OF CORPORATION

g 4/23/98

**ARTICLES OF INCORPORATION
OF
JLS EnviroScapes Corp.**

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ARTICLE I - NAME

The name of this corporation is JLS EnviroScapes Corp.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in the landscaping business and for the purpose of owning, operating, and conducting any business which a corporation formed under Chapter 607, Florida Statutes, may conduct and for the purpose of transacting any or all other lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE 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 offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the corporation is 3724 Tiger Point Blvd., Gulf Breeze, FL. 32561. The street address of the initial principal office of this corporation and its registered office is at the same address, and the name of the initial registered agent of this corporation at that address is Jaye Dee Hopper, who resides in this state. Her signature below is an acceptance of that position, and her certification that she is familiar with,

and accepts, the obligations of her position as registered agent.

ARTICLE VI - INITIAL DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation, and the office they shall hold until their successors are duly elected, are:

Jaye Dee Hopper
3724 Tiger Point Blvd.
Gulf Breeze, FL. 32561
President and Director

Kenneth Boyd Hopper
3724 Tiger Point Blvd.
Gulf Breeze FL. 32561
Vice-President and Director

Shelley L Hopper
4123 Argenta Way
Pensacola, FL. 32503
Secretary and Director

Lance R. Hopper
3724 Tiger Point Blvd.
Gulf Breeze, FL 32561
Treasurer and Director

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is
Jaye Dee Hopper, 3724 Tiger Point Blvd., Gulf Breeze, FL. 32561.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation, shall

have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their

privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

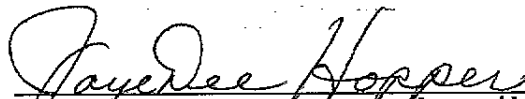
ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

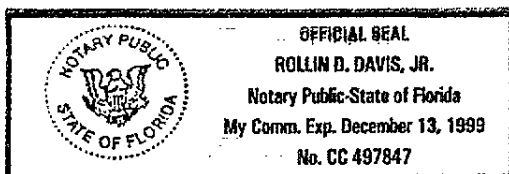
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

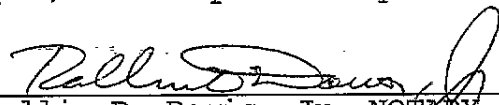
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this April 22, 1998.


Jaye Dee Hopper, as subscriber and
Registered Agent

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this April 22, 1998, by Jaye Dee Hopper, who is personally known to me.




Rollin D. Davis, Jr. NOTARY PUBLIC
My commission expires: 12/13/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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