

P98000037959

April 21, 1998

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 3:53

Subj: Incorporation of J & J LANDSCAPING AND GARDENING, INC

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$122.50 to cover the filing fee.

3. Designation of Resident Agent.

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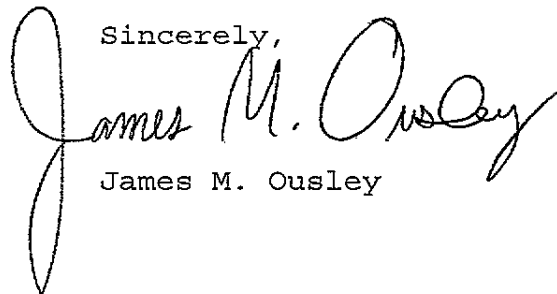
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Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,


James M. Ousley

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WS

ARTICLES OF INCORPORATION
OF
J & J LANDSCAPING AND GARDENING, INC

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ARTICLE I. NAME

The name of this corporation is

J & J LANDSCAPING AND GARDENING, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

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 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 120 Atlantic Ave., Indiatlantic, Florida 32903, and the name of the initial registered agent of this corporation at that address is JAMES M. OUSLEY.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

JAMES M. OUSLEY	JARED S. MORRIS
120 Atlantic Ave.	160 Deland Ave.
Indiatlantic, FL 32903	Indiatlantic, FL 32903

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 102 E. New Haven Ave., Melbourne, Florida 32901, and the mailing address of the corporation is 160 Deland Ave. Indiatlantic, Florida 32903.

ARTICLE IX. INCORPORATOR

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

JAMES M. OUSLEY	JARED S. MORRIS
120 Atlantic Ave.	160 Deland Ave.
Indiatlantic, FL 32903	Indiatlantic, FL 32903

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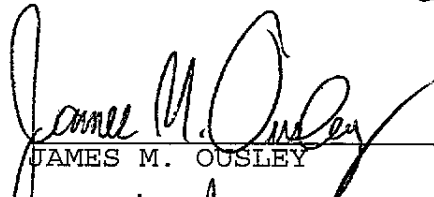
ARTICLE X. AMENDMENTS


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 21st day of April, 1998.

FL/DL

FL/DL



JAMES M. OUSLEY


JARED S. MORRIS

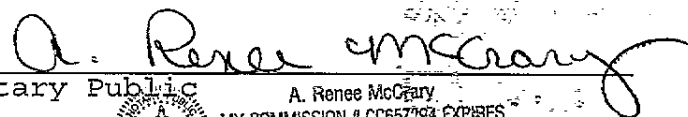
STATE OF FLORIDA
COUNTY OF BREVARD


I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JAMES M. OUSLEY to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 21st day of April, 1998.

FL/DL

FL/DL



Notary Public

A. Renee McCarty
MY COMMISSION # 00657294 EXPIRES
June 19, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

DESIGNATION
AS
REGISTERED AGENT

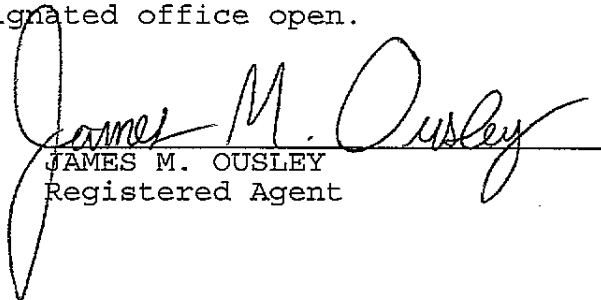
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In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That J & J LANDSCAPING AND GARDENING, INC., desiring to organize under the laws of the State of Florida, with its principal office at 102 e. New Haven Ave., Melbourne, Brevard County, Florida 32903, has named JAMES M. OUSLEY, located at 120 Atlantic Ave, Indiatlantic, Brevard County, Florida 32903, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


JAMES M. OUSLEY
Registered Agent