

Cloninger and Files

Attorneys at Law
1519 W. Broadway

P.O. Box 620337
Oviedo, Florida 32762-0337

Evelyn W. Cloninger
James J. Files

Telephone
(407) 365-5696
Fax
(407) 365-8919

P98000044751

May 12, 1998

500002523185--8
-05/14/98-01043-017
****122.50 ****122.50

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

Re: JUST ADD WATER LANDSCAPES, INC.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified copy of Articles	52.50
Registered Agent's fee	35.00
	<u>\$ 122.50</u>

Please return the executed, certified copy of the Articles of Incorporation, together with the registered agent's certificate to this office in the stamped, self-addressed envelope provided for your convenience.

Sincerely,


EVELYN W. CLONINGER

/mj

Enclosures

Evelyn GAVE
AUTHORIZATION BY PHONE TO
CORRECT *R.A. address*
DATE *5/18/98*
DOC. EXAM *EC*

98 MAY 14 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

W98-11201

ARTICLES OF INCORPORATION
OF
JUST ADD WATER LANDSCAPES, INC.

FILED
98 MAY 14 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be: JUST ADD WATER LANDSCAPES, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 5052 White Clay Road, Haines City, FL 33844.

ARTICLE III

DURATION

This Corporation shall exist perpetually unless dissolved or terminated lawfully.

ARTICLE IV

CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 at a par value of \$1.00.

ARTICLE V

PURPOSE OF THE CORPORATION

The purpose of the Corporation shall be to engage in any lawful business of any kind.

ARTICLE VI

DIRECTORS

The initial Board of Directors shall consist of one (1) Director: **MICHAEL G. MURPHY**, 5052 White Clay Rd., Haines City, FL 33844. Social Security Number 592-52-2805.

ARTICLE VII

COMMENCEMENT OF EXISTENCE

The Corporation's existence shall begin on the date this corporation shall be chartered under the laws of the State of Florida by the Secretary of State of the State of Florida.

ARTICLE VIII

PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his or her proportional share of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares, that may be issued at any time by the corporation.

ARTICLE IX

VOTE OF SHAREHOLDERS TO AMEND ARTICLES

These Articles of Incorporation may be amended only by the approval of the Board of Directors and the affirmative vote or written consent of not less than 75 percent of the outstanding voting shares of the Corporation. This paragraph shall be inapplicable when amendment of these Articles of Incorporation in a manner or by persons other than those stated in this paragraph is expressly authorized by law.

ARTICLE X

INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

MICHAEL G. MURPHY
5052 White Clay Rd
Haines City, FL 33844

The initial officers will be: president, vice-president, treasurer, and secretary, MICHAEL G. MURPHY.

The undersigned incorporator has executed these Articles of Incorporation this 12th day of May, 1998.


MICHAEL G. MURPHY

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the Corporation is: **JUST ADD WATER LANDSCAPES, INC.**

2. The address of the registered office is:
5052 White Clay Road, Haines City, FL 33844.

3. The name of the Registered Agent at the registered office is
MICHAEL G. MURPHY.

DATED: May 12, 1998.

JUST ADD WATER LANDSCAPES, INC.

By: 
MICHAEL G. MURPHY, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 12, 1998.


MICHAEL G. MURPHY

FILED
98 MAY 14 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA