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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-09/09/98--01021--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Elite Property & Landscaping SERVICES, INC  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Pierre Laurent  
Name (Printed or typed)  
511 NW 145 St  
Address  
N. MIAMI, FL 33168  
City, State & Zip  
305-953-7580  
Daytime Telephone number

FILED  
98 SEP -9 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEY SEP 15 1998

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

Elite Property & Landscaping Services, Inc.

The undersigned, acting as Incorporators of a corporation under the Florida General corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is Elite Property & Landscaping Services, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or as hereafter provided.

ARTICLE III. PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in any activities or business permitted under the Law of the United States, the State of Florida, and any state or countries.
2. To transact any lawful business for which corporations

may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business..

#### ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock the corporation is authorized to issue is 100 shares of stocks at \$10.00 par value.

#### ARTICLE V. REGISTERED OFFICE

The name and address of initial registered agent and office are as follows:

Registered Agent:	Pierre Laurent
Initial Office Address:	511 NW 145 St N Miami, Florida 33168

#### ARTICLE VI. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the

attainment of any of the objects, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and as either principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes, or authority.

ARTICLE VII. SUBSCRIBER

The names and addresses of the persons or entity signing these articles of incorporation as subscribers are:

- 1) Pierre M Laurent  
511 NW 145 ST  
N Miami, Florida 33168  
Subscriber
- 2) Hilda V Laurent  
511 NW 145 ST  
N Miami, Florida 33168  
Subscriber
- 3) Patrick Wallace  
1570 NW 132 Terr  
Miami, Fl 33167  
Subscriber

ARTICLE VIII. INCORPORATORS

The names and addresses of the incorporators are:

- 1) Pierre M Laurent  
511 NW 145 ST  
N Miami, Florida 33168  
Incorporator

2) Hilda V Laurent  
511 NW 145 ST  
N Miami, Florida 33168  
Incorporator

3) Patrick Wallace  
1570 NW 132 Terr  
Miami, Fl 33167  
Incorporator

ARTICLE IX. DIRECTORS

The corporation shall have four directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

1) Pierre M Laurent  
511 NW 145 ST  
N Miami, Florida 33168  
President

2) Patrick Wallace  
1570 NW 132 Terr  
Miami, FL 33167  
Vice-President

3) Hilda V Laurent  
511 NW 145 ST  
N Miami, Florida 33168  
Secretary & Treasurer

ARTICLE X. BY-LAWS

The internal affairs of the corporation are to be regulated and managed in accordance with the By-laws of the corporation as adopted by its shareholders.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time by its shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders.

ARTICLE XII. PRINCIPAL PLACE OF BUSINESS

The Corporation's principal place of business is:

511 NW 145 ST  
N Miami, Florida 33168

ARTICLE XIII. INDEMNIFICATION

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

ARTICLE XIV. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent is filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

ARTICLE XV. AMENDMENT OF ARTICLES

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

ARTICLE XVI. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or by-laws.  
(FS 607.111).

ARTICLE XVII. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first

right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and condition of the issue of the shares, and inviting him to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XVIII. DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that



such director or directors are present at the meeting of the Board of Directors or of a Committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

(1) If the fact of such common directorship, officer ship, or financial interest is disclosed or known to the Board or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(2) If such common directorship, officer ship or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

(3) If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a Committee or the shareholders.


B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which approves such contract or transaction.

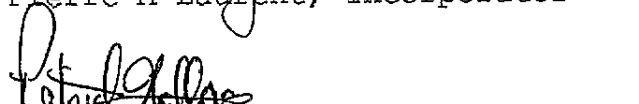
#### ARTICLE XIX. MEETING BY CONFERENCE TELEPHONE

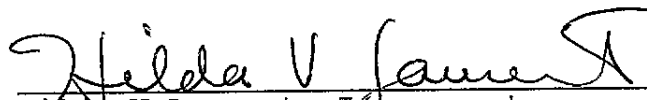
Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of

conference telephone as provided by law, but (regular) meeting of the Board of Directors must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned incorporators of this corporation, have executed these Articles of Incorporation this 3rd day of August, 1998.

  
Pierre M Laurent, Incorporator

  
Patrick Wallace, Incorporator

  
Hilda V Laurent, Incorporator

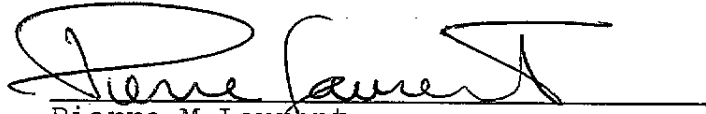
CERTIFICATE DESIGNATING REGISTERED OFFICE FOR  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, AND  
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091 and 607.034, Florida Statutes (1979), the following is submitted.

1. That Elite Property & Landscaping Services, INC. desiring to qualify under the laws of the State of Florida, with its principal place of business at Miami, Dade County, Florida Has appointed Pierre M Laurent as its Registered Agent to accept service of process within the state of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated above, I DO HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.  
DATED this 3rd day of August, 1998.

  
Pierre M Laurent  
Registered Agent

FILED  
98 SEP -9 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA