

P99000013449

New Filing Section
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Grasshopper Landscaping, Inc.
Our File No. 99-600

Dear Sir or Madam:

200002768552--6
-02/08/99--01175--013
*****78.75 *****78.75


Please find enclosed:

1. Two (2) original Articles of Incorporation for Grasshopper Landscaping, Inc.
2. Acceptance of Registered Agent.
3. Check Number 615 in the amount of \$78.75 for filing fees and a certified copy of the Articles of Incorporation.

If your office finds that the Articles conform to law, please file the corporation and return me a certified copy of the Articles of Incorporation.

If there are any problems, please contact me as soon as possible.

Sincerely,


Lourdes Martinez
LM/jc
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -8 AM 10: 24

FILED

Lourdes Martinez
12830 SW. 43rd Dr. No. 269B
Miami, FL. 33175

B. BROCK FEB 11 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
GRASSHOPPER LANDSCAPING, INC.

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

ARTICLE ONE
NAME

The name of the corporation is Grasshopper Landscaping, Inc. The address of the principal office of this corporation shall be 12830 SW 43rd Drive, Suite 269, Miami, FL 33175-4155, and the mailing address of the corporation shall be the same.

ARTICLE TWO
CORPORATE DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the State of Florida.

ARTICLE THREE
PURPOSE

This corporation is organized primarily for the purpose of conducting a landscape and grounds maintenance business and for the general purpose of transacting any and all lawful business.

ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100) Shares. Such Shares shall be of a single class, and shall have a par value of Ten Cents (\$.10).

ARTICLE FIVE
RESTRICTIONS AGAINST TRANSFER OF STOCK

No shareholder shall have the right to sell, assign, pledge, encumber, mortgage, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale

first to the corporation and, if the corporation declines to purchase, then to the remaining shareholders, as follows:

1. If either the corporation or remaining shareholders, or both, desire to purchase said shares but the parties cannot agree on a price, then the corporation and the transferring shareholder shall each select an appraiser, and the two appraisers shall select a third appraiser who shall be experienced in business, banking and accounting and who shall reside in the County in which the principal place of business of the corporation is located.
2. The three appraisers shall appraise such shares and the majority of the appraisers shall determine the value of such shares. In determining the value, good will shall not be considered. The appraisal shall take place at the offices of the corporation and the appraisers shall notify the parties in writing of the time and place of the appraisal. The corporation and the transferring shareholder shall pay the expenses and fees of the appraiser selected by that party, and both parties shall each pay one-half of the expenses and fees of the third appraiser.
3. The corporation, by and through its board of directors, shall have the first option of purchasing all or a portion of the shares at the appraised or agreed upon value and, thereafter, the remaining shareholders shall have the option of purchasing a pro rata portion of the unpurchased shares at said value.

Notwithstanding the foregoing, a shareholder shall have the right to sell, transfer, assign, pledge, encumber and mortgage his or her shares to the following: any other shareholder; any person approved by all other shareholders with such approval being set forth in a document filed with the secretary of the corporation; to a shareholder's spouse or children who have attained the age of majority; or as may otherwise be provided for in the bylaws. Such transactions of stock shall conform to the bylaws. A shareholder shall also be entitled to enter into a shareholders agreement or a voting trust, and provide for the disposition of his shares after his or her death, by will or otherwise.

Each stock certificate issued by the corporation shall bear the following legend: **These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of the Articles is on file at the principal office of the corporation.**

ARTICLE SIX CORPORATE POWERS

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

ARTICLE SEVEN SHAREHOLDERS CONSENT

The following actions shall require the affirmative vote or written consent of the holders of

51 percent of the issued and outstanding shares of the corporation; amendment of the articles of incorporation; merger or consolidation with or into any other corporation; the sale, lease, conveyance, exchange, transfer, or other disposition of substantially all of the property and assets of the corporation; or the voluntary dissolution, liquidation, or winding up of the corporation.

ARTICLE EIGHT
REGISTERED AGENT

The name of the corporation's initial Registered Agent is Lourdes Martinez and her address is: 12830 SW 43rd Drive, Suite 269, Miami, FL 33175-4155

ARTICLE NINE
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The corporation shall not have less than one director and no more than five directors. The names and addresses of the initial members of the board of directors are:

Alejandro Martinez Director	12830 SW 43rd Drive, Suite 269 Miami, FL 33175-4155
Lourdes Martinez Director	12830 SW 43rd Drive, Suite 269 Miami, FL 33175-4155

ARTICLE TEN
OFFICERS

The Officers of the Corporation shall be as follows:

Alejandro Martinez President	12830 SW 43rd Drive, Suite 269 Miami, FL 33175-4155
Lourdes Martinez Vice-President, Secretary-Treasurer	12830 SW 43rd Drive, Suite 269 Miami, FL 33175-4155

ARTICLE ELEVEN
INCORPORATORS

The names and addresses of the incorporators are:

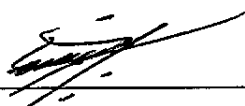
Alejandro Martinez

12830 SW 43rd Drive, Suite 269
Miami, FL 33175-4155

Lourdes Martinez

12830 SW 43rd Drive, Suite 269
Miami, FL 33175-4155

EXECUTED by the undersigned incorporator at Miami, Dade County, Florida this 31
day of January, A.D. 1999.



ALEJANDRO MARTINEZ



LOURDES MARTINEZ


STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

THE FOREGOING ARTICLES OF INCORPORATION OF GRASSHOPPER
LANDSCAPING, INC. was acknowledged before me this 31 day of January, A.D. 1999 by:
ALEJANDRO MARTINEZ and **LOURDES MARTINEZ**
the Incorporators, who are personally known to me or who have produced Florida Driver's Licenses

M 635-000-46-163-0

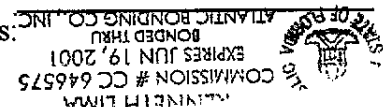
M 635-543-43-707-0

as identification and who did take oaths.


Notary Public
Printed Notary Name:
My commission expires:



KENNETH LIMA
COMMISSION # CC 646575
EXPIRES JUN 19, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **GRASSHOPPER LANDSCAPING, INC.** at the place designated in the foregoing Articles of Incorporation, I

LOURDES MARTINEZ

agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: 1-31-99



LOURDES MARTINEZ

FILED
99 FEB -8 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA