

**P99000031028**  
**TAX SPECIALISTS, INC.**

Telephone  
(727) 849-2398

Robert Zolezzi  
President

March 27, 1999

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-03/31/99--01041--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Corporate Records Bureau  
Division of Corporations  
Dept. of State  
P.O. Box 6327  
Tallahassee, FL 32314

Domestic Charter Filing Section

Enclosed are the Articles of Corporations for PALM SPECIALISTS, INC.  
and check #454 dated March 27, 1999 amount \$70.00 for filing fees.  
If there are any questions we can be reached by mail or phone at the  
numbers on our letterhead or fax 1-727-863-1598.

*Lorraine Zolezzi*

Lorraine Zolezzi  
Secretary

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Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

PALM SPECIALISTS INC.

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DIVISION OF CORPORATIONS  
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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form a corporation, for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is PALM SPECIALISTS INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence shall commence with filing this to the Secretary of State and acknowledgement of these Articles of Incorporation, and is to exist perpetually.

ARTICLE III

BUSINESS & POWERS

A. The general nature of the business or businesses to be transacted by the corporation is:

(1) to own and operate tree maintenance business, including trimming, cutting, pruning and to do all business relative to the same;

(2) to engage in any activity or business permitted under the laws of the United States and the State of Florida; and

B. The corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes set forth, and to do all other things incidental to or connected with, which are not prohibited by statute or by these Article of Incorporation.

ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of each stock authorized to be issued by the corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders meeting and otherwise to participate in all such meeting and in the assets of the corporation.

ARTICLE V

PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into a right to subscribe to or acquire such shares of the corporation.

ARTICLE VI

OWNERSHIP

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares are:

	<u>PERCENT OF SHARES</u>
Stephen Schultz 3312 Rosedale Drive Holiday, FL 34691	40%
James A. McCune 7415 Buchanan Drive New Port Richey, FL 34654	40%
Howard Schultz 1117 Marina Drive Tarpon Springs, FL 34689	20%

ARTICLE VII

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is 3312 Rosedale Drive, Holiday, Florida 34691, and the name of the initial registered agent at that address is Stephen Schultz. The principal address of the corporation and registered office address are the same.

ARTICLE VIII

BOARD OF DIRECTORS

A. Initial Board of Directors. The names and addresses of the initial board of directors of this corporation are:

Stephen Schultz	3312 Rosedale Drive	Holiday, FL 34691
James A. McCune	7415 Buchanan Drive	New Port Richey, FL 34654
Howard Schultz	1117 Marina Drive	Tarpon Springs, FL 34689

B. Number and term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-laws. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period on one year or until their successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board are the following:

- (1) electing the officers of the corporation;
- (2) exercising complete charge of the business of the corporation, including electing committees of the Board and delegating to them, as well as to the officers of the corporation, such powers in the conduct of the corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may be directors as well.

## ARTICLE IX

### OFFICERS

A. Officers of the corporation shall consist of s President, Secretary and Treasurer, as well as such other officers as the board of directors may deem advisable.

B. Officers need not be shareholders of the corporation.

C. All officers shall have rank, tenure of office, powers, and duties as may be prescribed by the By-laws or the directors by appropriate resolution.

D. The names and office of each of the first officers are:

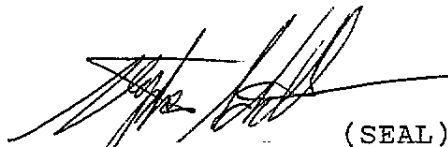
Stephen Schultz	President
James A. Mc Cune	Vice President
Judith Schultz	Secretary/Treasurer

## ARTICLE X

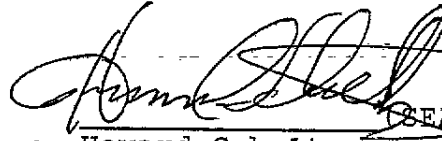
### MISCELLANEOUS

The corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

IN WITNESS THEREOF, I have set my hand and seal this 27<sup>th</sup> day of March, 1999.

  
(SEAL)  
Stephen Schultz

  
(SEAL)  
James A. McCune

  
(SEAL)  
Howard Schultz

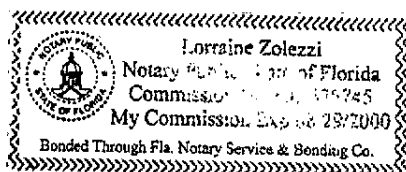
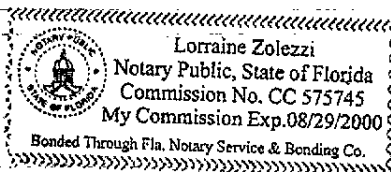
STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared Stephen Schultz, James A. McCune and Howard Schultz, to me known and known to me to be the persons described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the uses and purposes herein expressed.

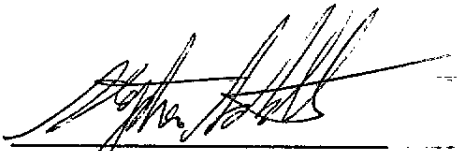
WITNESS my hand and official seal at Port Richey, Florida, this 21<sup>st</sup> day of March, 1999.

*Lorraine Zolezzi*  
NOTARY PUBLIC  
State of Florida at Large



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designed as Registered Agent of PALM SPECIALISTS INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. #48.091, relative to keeping the corporation's registered office open.



Stephen Schultz  
Registered Agent

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