



THE UNITED STATES  
CORPORATION  
COMPANY

P9900061095

ACCOUNT NO. : 072100000032

REFERENCE : 300237 7183736

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 8, 1999

ORDER TIME : 10:39 AM

ORDER NO. : 300237-005

CUSTOMER NO: 7183736

CUSTOMER: Lee D. Glassman, Esq  
LEE D. GLASSMAN, P.A.  
LEE D. GLASSMAN, P.A.  
Suite 211  
1133 South University Drive  
Fort Lauderdale, FL 33324

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FILED  
99 JUL -8 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ROCK-N-ROSE LANDSCAPE  
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

PH  
7/8/99

RECEIVED  
99 JUL -8 PM 12:02  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF CORPORATION  
OF  
ROCK -N- ROSE LANDSCAPE CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is

ROCK -N- ROSE LANDSCAPE CORPORATION  
1057 SOUTH HIAWASSEE ROAD  
SUITE 1922  
ORLANDO, FLORIDA 32835

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is LEE D. GLASSMAN, ESQUIRE, LAW OFFICES OF LEE D. GLASSMAN, P.A., 1133 SOUTH UNIVERSITY DRIVE, SUITE 211, PLANTATION, FLORIDA 33324 and the name of the initial registered agent of this corporation at that address is LEE D. GLASSMAN, ESQUIRE.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two ( 2 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and addresses of the initial directors of this corporation are:

JEFFREY BRILL, 1057 S. Hiawassee Road, #1922, Orlando, FL 32835  
KELLY TORRICO, 1057 S. Hiawassee Road, #1922, Orlando, FL 32835

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing theses articles is: LEE D. GLASSMAN, ESQUIRE, 1133 SOUTH UNIVERSITY DRIVE, SUITE 211, PLANTATION, FLORIDA 33324.

**ARTICLE X - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount apposite his name:

JEFFREY BRILL	500
KELLY TORRICO	500

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

**ARTICLE XII - INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than (\$1,000.00) ONE THOUSAND DOLLARS.

**ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the

authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

#### ARTICLE XIV - POWERS

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

#### ARTICLE XV - DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XVI - INITIAL DIRECTORS

The name and street addresses of the members of the first Board of Director are:

JEFFREY BRILL, 1057 S. Hiawassee Road, #1922, Orlando, FL 32835  
KELLY TORRICO, 1057 S. Hiawassee Road, #1922, Orlando, FL 32835

#### ARTICLE XVII - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office during his term.

#### ARTICLE XVIII - LIMITATION ON POWERS OF COMMITTEE

In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

#### ARTICLE XIX - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

#### ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in

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

**ARTICLE XXI - REDUCTION IN STATED CAPITAL**

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

**ARTICLE XXII - INDEMNIFICATION**

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


**ARTICLE XXIII - SUB-CHAPTER "S" AND 1244 STOCK**

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code, Section 1372 (a) and to be treated as a "Small Business Corporation" and the Plan to issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this corporation.

**ARTICLE XXIV - AMENDMENT**

This corporation serves 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.

IN WITNESS WHEREOF, the undersigned subscribed has executed these articles of incorporation, this 30th day of June, 1999.

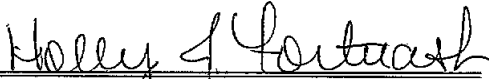
  
\_\_\_\_\_  
LEE D. GLASSMAN, ESQ.  
INCORPORATOR AND SUBSCRIBER

STATE OF FLORIDA )  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 30th day of June, 1999, by LEE D. GLASSMAN, Esquire who is known personally, who executed the foregoing Article of Incorporation and

who acknowledged before me that he executed those Article of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 30<sup>th</sup> day of June, 1999.



NOTARY PUBLIC - STATE OF FLORIDA  
HOLLY J. FORTNASH  
COMMISSION # CC791677  
EXPIRES 11/19/2002  
BONDED THRU ASA 1-888-NOTARY1

NAME: HOLLY J. FORTNASH  
NOTARY PUBLIC-STATE OF FLORIDA  
MY COMMISSIONS EXPIRES:

**STATE OF FLORIDA**

**DEPARTMENT OF STATE**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE NAMING OFFICERS UPON WHOM PROCESS  
MAY BE SERVED AND NAMES AND ADDRESSES OF THE  
OFFICERS AND DIRECTORS

The following is submitted, in compliance with Chapter  
48.091 Florida Statutes: **ROCK -N- ROSE LANDSCAPE CORPORATION**, a  
corporation organized (or organizing) under the laws of the State  
of Florida with its principal office at **1057 S. Hiawassee Road,  
#1922, Orlando, FL 32835**, has named **Lee D. Glassman, Esquire**  
located at **1133 SOUTH UNIVERSITY DRIVE, SUITE 211, PLANTATION,  
FLORIDA 33324** as its agent to accept service of process within this  
state.

**OFFICERS**

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
JEFFREY BRILL,	PRESIDENT/SECRETARY	1057 S. Hiawassee Road, #1922, Orlando, FL 32835
KELLY TORRICO,	VICE-PRESIDENT/TREASURER	1057 S. Hiawassee Road, #1922, Orlando, FL 32835

DIRECTORS

NAME

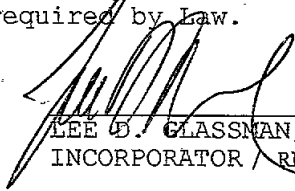
SPECIFIC ADDRESS

JEFFREY BRILL, 1057 S. Hiawassee Road, #1922, Orlando, FL 32835  
KELLY TORRICO, 1057 S. Hiawassee Road, #1922, Orlando, FL 32835

**ACCEPTANCE:**

I agree as Registered Agent to accept Service of Process to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Filing Fee: \$70.00

  
LEE D. GLASSMAN, ESQ.  
INCORPORATOR / REGISTERED AGENT

FILED  
99 JUL -8 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA