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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 25, 1999

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

SUBJECT: Ellision's Landscape & Design, Inc.

Enclosed please find an original and one copy of the articles of incorporation for the above corporation, certificate of designation of registered agent, and a check in the amount of \$87.50. Please return a certified copy and a certificate of status in the self-addressed envelope.

FROM:

Roger Ellison

437 N.E. 82 Street, Apt. 21

Miami, FL 33138 (305) 757-7826

Sincerely,

Roger Ellison

3

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

ELLISON'S LANDSCAPE & DESIGN, INC. (A Florida Corporation)

The undersigned incorporator, for the purpose of forming a corporation under Florida law, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be Ellison's Landscape & Design, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 437 N.E. 82nd Street, Apt. 21, Miami, Florida 33138.

ARTICLE III - PURPOSE

The corporation is formed for the purposes as provided for under Florida law for a profit corporation.

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 (One thousand).

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are Roger L. Ellison, Jr., 3341 Thomas Avenue, Miami, Florida 33133.

ARTICLE VI - OFFICERS

The initial officers of the corporation are:

President & Secretary Roger Ellison, 437 N.E. 82 St., Apt. 21 Miami, FL 33138

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporator are Denise Wallace, 3391 Florida Avenue, Miami, Florida.

Signature/Incorporator

Date /

Having been named as registered agent and to accept service of process for the above stated 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.

Signature/Registered Agent

Date

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEF FLOOPE

PURSUANT TO THE PROVISIONS OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the corporation is Ellison's Landscape & Design, Inc.
- 2. The name and address of the registered agent and office is

Roger L. Ellison, Jr. 3341 Thomas Avenue Miami, FL 33133

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. In 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.

Signatur