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**Jones
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ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

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759 South Federal Highway
Suite 212 • Stuart, FL 34994

November 8, 1999

REPLY TO:

Post Office Box 2434

Stuart, FL 34995-2434

Telephone: (561) 220-3496

Facsimile: (561) 220-2744

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

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*****78.75 *****78.75

Re: Freedom Landscape

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of Freedom Landscape, the Certificate Designating Registered Agent, and a check in the sum of \$ 78.75 representing payment as follows:

Filing Fee	\$35.00
Registered Agent's Fee	35.00
Certified Copy of Charter	<u>8.75</u>
TOTAL	\$ 78.75

Once these Articles of Incorporation have been approved and filed by your office, please forward a certified copy of the charter using the extra copy enclosed.

Very truly yours,

Teresa G. Hankins

Secretary to Matthew L. Jones

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99 NOV 10 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

stgh
Encs.

11/12
Informed client by letter
of correction to zip code for
principal address.

SHR

S. Thompson NOV 12 1999

ARTICLES OF INCORPORATION
OF
FREEDOM LANDSCAPE, INCORPORATED

The undersigned do hereby certify their intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

ARTICLE I

The name of this corporation shall be Freedom Landscape, Incorporated

ARTICLE II
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III
NATURE OF BUSINESS

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV
AUTHORIZED SHARES

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.

B. Initial Issue. One Thousand (1,000) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One (\$1.00) Dollar per share.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

E. No classes of stock. The shares of the corporation are not to be divided into classes.

F. No share in series. The corporation is not authorized to issue shares in series.

ARTICLE V MAILING ADDRESS

The mailing address of the Corporation is:

Freedom Landscape, Incorporated 1633 SE Green Acres Circle, Suite CC-202
Port St. Lucie, FL 34952-0522

ARTICLE VI REGISTERED AGENT

The corporation's initial registered office and initial registered agent at that address shall be:

Matthew L. Jones, Esquire 759 S. Federal Highway, Suite 212
Stuart, FL 34994

ARTICLE VII BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida.

ARTICLE VIII

NAMES AND ADDRESSES OF INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, is as follows:

Charles J. Peters	1633 SE Green Acres Circle, Suite CC-202 Port St. Lucie, FL 34952-0522
Kathleen M. Achin	2161 SE Dolphin Road Port St. Lucie, FL 34952

ARTICLE IX INCORPORATORS

The names and addresses of the initial incorporators are as follows:

Charles J. Peters	1633 SE Green Acres Circle, Suite CC-202 Port St. Lucie, FL 34952-0522
Kathleen M. Achin	2161 SE Dolphin Road Port St. Lucie, FL 34952

ARTICLE X AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain of these Articles of Incorporation be made.

ARTICLE XI BYLAWS

The Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the corporation.

ARTICLE XII

PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigns have hereunto set their hand and seal and subscribed to these Articles of Incorporation at Stuart, Florida, this 1st day of November, 1999.


Charles J. Peters

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 1st day of November, 1999, by Charles J. Peters who is personally known to me and who did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.


(Print Name)
NOTARY PUBLIC

My Commission Expires:

(SEAL)



Matthew L. Jones
My Commission GC589058
Expires Sep. 29, 2000

Kathleen M. Achin
Kathleen M. Achin

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 1st day of November, 1999, by Kathleen M. Achin who is personally known to me and who did not take an oath. She subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.



Matthew L. Jones
My Commission CC589058
Expires Sep. 29, 2000

Matthew L. Jones (Print Name)
NOTARY PUBLIC
My Commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated on the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.

Matthew L. Jones
MATTHEW L. JONES, ESQUIRE
Registered Agent



Matthew L. Jones
My Commission CC589058
Expires Sep. 29, 2000