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**C. ANDREW COOMES**  
ATTORNEY AT LAW

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FILED

99 DEC 20 AM 11:56

December 15, 1999

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

500003074335--0

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE

2/01/00

-12/20/99--01002--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Gallo's Lawn Maintenance, Inc.

Dear Sir:

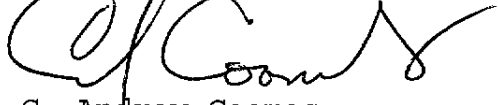
Enclosed is the original and one copy of the Articles of Incorporation for the above-captioned corporation.

Also enclosed is a check in the amount of \$78.75 which will cover the \$35.00 filing fee, \$35.00 registered agent fee and \$8.75 fee for certified copy.

The initial officer of the corporation will be as follows:

Ronald J. Gallo/Incorporator, Director  
Marcia A. Gallo Director

Yours very truly,



C. Andrew Coomes

CAC/atr  
enclosures

PH 12/23/99 ✓

ARTICLES OF INCORPORATION  
OF  
GALLO'S LAWN MAINTENANCE, INC.

FILED  
99 DEC 20 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

EFFECTIVE DATE  
01/01/00

The name of this corporation is Gallo's Lawn Maintenance, Inc.. The principal place of business of the corporation shall be located at 217 Holiday Lane, Winter Springs, Florida 32708.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on January 1, 2000.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of engaging in lawn maintenance and for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 217 Holiday Lane, Winter Springs, Florida 32708 and the name of the initial registered agent of this corporation at that address is Ronald J. Gallo.

ARTICLE VI

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 bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Ronald J. Gallo  
Marcia A. Gallo  
217 Holiday Lane  
Winter Springs, Florida 32708

#### ARTICLE VII

##### INCORPORATORS

The name and address of the person signing these articles is:

Ronald J. Gallo  
217 Holiday Lane  
Winter Springs, Florida 32708

#### ARTICLE VIII

##### BYLAWS

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

#### ARTICLE IX

##### PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

Section 1. Meeting of Shareholders and Directors. Meetings of the shareholders and directors of this corporation may be held either within or without the State of Florida at such place or places as may from time be designated in the code of bylaws or by resolution of the board of directors.

Section 2. Code of Bylaws. The initial code of bylaws of this corporation shall be adopted by its board of directors. The power to amend or repeal the bylaws or to adopt a new code of bylaws shall be in the shareholders, but the affirmative vote of majority of the shares outstanding (or their proxies) shall be necessary to exercise that power. The code of bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Florida Statutes and these Articles of Incorporation.

Section 3. Contracts in Which Directors Have an Interest. No contract or other transaction of this corporation with any person, firm or corporation or no other contract or other transaction in which this corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others may be a party to or may be interested in the contract or transaction;

and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this corporation for the benefit of himself or any firm, or corporation in which he may be interested.

**ARTICLE X**

**INDEMNIFICATION**

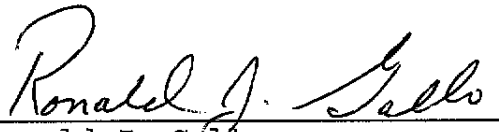
The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**ARTICLE XI**

**PREEMPTIVE RIGHTS OF SHAREHOLDERS**

Every shareholder, upon the sale 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.


IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these articles of incorporation and certifies to the truth of the facts herein stated this 15<sup>th</sup> day of December, 1999.

  
\_\_\_\_\_  
Ronald J. Gallo

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of December, 1999 by Ronald J. Gallo, who is personally known to me or who has produced a Florida Driver's License No. \_\_\_\_\_ G400-730-46-334-0 as identification and who did take an oath.

  
\_\_\_\_\_  
A. T. Rodgers  
Notary Public, State of Florida  
My commission expires: 4/22/2000  
My Commission No. CC525914



A. T. Rodgers  
MY COMMISSION # CC525914 EXPIRES  
April 22, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED

99 DEC 20 AM 11:57

Pursuant to the provisions of section 607.0501, 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.

The name of the corporation is: GALLO'S LAWN MAINTENANCE, INC.

The name and address of the registered agent and office is:

Ronald J. Gallo  
217 Holiday Lane  
Winter Springs, Florida 32708

Signature Ronald J. Gallo  
Ronald J. Gallo  
(corporate officer)

Title Incorporator

Date 12-15-99

HAVING BEEN HAMES 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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

SIGNATURE Ronald J. Gallo  
Ronald J. Gallo

DATE 12-15-99