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FAX #:

NAME: ALPER ROOFING SYSTEMS, INC. AUDIT NUMBER.....H98000014179 DOC
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ARTICLES OF INCORPORATION
OF
ALPER ROOFING SYSTEMS, INC.

ARTICLE I
Name

The name of the corporation is Alper Roofing Systems, Inc.

ARTICLE II
Duration

The period of existence of the corporation is perpetual.

ARTICLE III
Principal Office and Mailing Address

The principal place of business and the mailing address of the corporation is at 226-5 Solana Road, Suite 134, Ponte Vedra Beach, Florida 32082.

ARTICLE IV
Registered Office and Registered Agent

The initial registered office is at 226-5 Solana Road, Suite 134, Ponte Vedra Beach, Florida 32082. The name of the initial registered agent at that address is Jeffrey T. Alper.

ARTICLE V
Authorized Shares

The corporation is authorized to issue 1,000 shares of common stock having par value of \$1.00 a share.

Prepared By: Gregory K. West, Esq., Florida Bar No. 0381764, P.O. Box 1753,
Ponte Vedra Beach, FL 32004, Tel. No. (904) 543-9800

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ARTICLE VI
Initial Board of Directors

The initial board of directors shall consist of three (3) members. The names and addresses of the members of the initial board of directors are:

<u>Name</u>	<u>Address</u>
Jeffrey T. Alper	226-5 Solana Road, Suite 134 Ponte Vedra Beach, Florida 32082
Steven A. Alper	226-5 Solana Road, Suite 134 Ponte Vedra Beach, Florida 32082
T. James Montgomery	226-5 Solana Road, Suite 134 Ponte Vedra Beach, Florida 32082

ARTICLE VII
Removal of Directors

A director or directors may be removed by the shareholders at a meeting of the shareholders, provided the notice of the meeting states that purpose, or one of the purposes, of the meeting is removal of the director or directors. The shareholders may remove one or more only for cause, which is defined as fraud, gross abuse of office amounting to a breach of trust, criminal conduct regardless of arrest, indictment, or conviction, or similar misconduct. Cause may be established only after the director or directors sought to be removed for cause have received written notice of specific charges of misconduct and have had an opportunity to present to the shareholders voting on the removal a rebuttal of the charges. Any director removed for cause shall forfeit any and all compensation that might otherwise be payable to the director for the remainder of the director's term. Any contract between the corporation or the shareholders and the director shall be deemed to be canceled and void as of the date of the director's removal for cause. The shareholders finding of cause for removal shall be binding and conclusive. If a director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove the director. Regardless of whether or not cumulative voting is in effect, if the shareholders are voting on the removal of more than one director, a separate vote must be taken on the removal of each director. If cumulative voting is authorized and in effect, a director may not be removed if the number of votes sufficient to elect the director under cumulative voting is voted against the director's removal. If cumulative voting is not authorized and in effect, a director may be removed only if the number of votes cast to remove the director exceeds the number of votes cast to not to remove the director.

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ARTICLE VIII
Vacancies in Board of Directors

If any vacancy should occur on the board of directors, including a vacancy resulting from an increase in the number of directors, the shareholders shall have the exclusive right to elect a new director to fill the vacancy. The director shall be elected to the same term, in the same manner, and subject to the same restrictions as apply to the election of the director whose removal, resignation, death, or newly created directorship created the vacancy.

ARTICLE IX
Shareholder Approval of Compensation of Directors

The board of directors shall submit all proposals of directors' compensation to the shareholders of the corporation for approval by a two-thirds vote of those entitled to vote at the shareholders' annual meeting. No compensation shall be paid to the directors until it has been approved by the shareholders.

ARTICLE X
Directors to Be Residents

A director shall not be deemed to have duly qualified unless he or she is a resident of Florida. If any director ceases to be a resident of Florida, the office of that director shall be deemed vacant.

ARTICLE XI
Cumulative Voting

At all times, each shareholder of the corporation who is entitled to vote shall have one vote for each share having voting rights and standing in the shareholder's name on the corporation's books. In elections for the board of directors, each shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the shareholder multiplied by the number of directors for whom the shareholder is entitled to vote. The shareholder may cast all of the shareholder's votes for a single candidate or may distribute them among some or all of the candidates. The exercise of this right shall be termed cumulative voting.

ARTICLE XII
Stock Rights and Options

All stock rights and options created and issued by the directors to the shareholders, directors, officers, and employees of the corporation, its subsidiaries, or its affiliates for the purchase from the corporation of any shares of any class or classes of shares shall be approved by a two-thirds vote of the

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shareholders entitled to vote. Any plan must be approved by the shareholders before becoming effective.

ARTICLE XIII Consideration for Shares

The consideration to be received for common shares without par value shall be set, before the issuance of the shares, by two-thirds vote of the holders of the outstanding shares entitled to vote. Consideration for all other shares may be determined by the board of directors, from time to time, according to law.

ARTICLE XIV Authority to Dispose of Assets

The corporation may sell, lease, exchange, or otherwise dispose of all, or substantially all, of its property and assets with the vote or written consent of the holders of not less than 66.67 percent of the shares of the corporation entitled to vote, and not otherwise.

ARTICLE XV Authority to Mortgage or Pledge Assets

The board of directors of the corporation may not authorize any mortgage, pledge, or creation of a security interest in any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any preexisting obligation of the corporation without obtaining prior shareholder approval by the vote or written consent of the holders of not less than 66.67 percent of the shares of the corporation entitled to vote, and not otherwise. This provision does not prohibit the refinancing of any obligation on terms at least as favorable as the terms of the original obligation nor does it prohibit the purchase of property, on reasonable commercial terms, which is subject to a purchase money security interest as defined in Article 9 of the Uniform Commercial Code. This provision does specifically prohibit, however, the granting of a "floating lien" or "floating charge" on the corporate assets as would be permitted by Article 9 of the Uniform Commercial Code. Any and all property purchased on credit may not be secured by any other property of the corporation without obtaining prior shareholder approval by the vote or written consent of the holders of not less than 66.67 percent of the shares of the corporation entitled to vote.

ARTICLE XVI
Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Jeffrey T. Alper	226-5 Solana Road, Suite 134 Ponte Vedra Beach, Florida 32082

ARTICLE XVII
Pre-Emptive Rights

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

ARTICLE XVIII
Indemnification

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

ARTICLE XIX
Vote of Shareholders to Amend Articles

These articles of incorporation may be amended only by the approval of the board of directors and the affirmative vote or written consents of not less than 66.67 percent of the outstanding voting shares of the corporation. This Article shall not apply when a greater percentage of the votes of outstanding voting shares, the votes of other classes of shares, or the votes of holders of other obligations of the corporation, is required by these articles or by law for amendment of specific article provisions. This Article shall also be inapplicable when amendment of these articles in a manner or by persons other than those stated in this Article is expressly authorized by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of July 1998.

Jeffrey T. Alper

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation is Alper Roofing Systems, Inc.
2. The name and address of the registered agent and office are: Jeffrey T. Alper, 226-5 Solana Road, Suite 134, Ponte Vedra Beach, Florida 32082.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE 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 THAT 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.


Jeffrey T. Alper

Date: July 29, 1998

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