

Law Offices

HOLLAND & KNIGHT LLP

One Progress Plaza
200 Central Avenue, Suite 1600
P.O. Box 3542 (ZIP 33731-3542)
St. Petersburg, Florida 33701

727-896-7171
FAX 727-822-8048
www.hklaw.com

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MARSHA L. SPINELLA
727-824-6203

Internet Address:
mspinell@hklaw.com

May 21, 2001

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

Re: Suncoast Roofers Supply of Texas, Inc., a Texas corporation,
merger into Suncoast Roofers Supply, Inc., a Florida corporation


Dear Sir/Madam:

Enclosed for filing are Articles of Merger of Suncoast Roofers Supply of Texas, Inc. with and into Suncoast Roofers Supply, Inc. Our firm check in the amount of \$86.75 is enclosed, representing your filing fee and the cost of a certified copy of the 16 page document.

Thank you for your assistance. Please contact me if you have any questions regarding this filing.

Very truly yours,

HOLLAND & KNIGHT LLP


Marsha L. Spinella,
Sr. Legal Secretary

Enc.

STP1 #405124 v1

Merger

V. SHEPARD JUN 1 2001

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNCOAST ROOFERS SUPPLY OF TEXAS, INC., a Texas corporation not
qualified in Florida

INTO

SUNCOAST ROOFERS SUPPLY, INC., a Florida entity, 473418

File date: May 24, 2001

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER OF SUNCOAST ROOFERS SUPPLY OF TEXAS, INC.
WITH AND INTO SUNCOAST ROOFERS SUPPLY, INC.

The undersigned corporations do hereby execute the following Articles of Merger pursuant to the relevant sections of the Texas Business Corporation Act and the Florida Business Corporation Act for the purpose of merging SUNCOAST ROOFERS SUPPLY OF TEXAS, INC., a Texas corporation, with and into SUNCOAST ROOFERS SUPPLY, INC., a Florida corporation.

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Suncoast Roofers Supply of Texas, Inc.	Texas
Suncoast Roofers Supply, Inc.	Florida

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2. The name which the surviving corporation (the "Surviving Corporation") is to have after the merger will be "SUNCOAST ROOFERS SUPPLY, INC."

3. This merger is permitted under the laws of the State of Florida and the State of Texas, and by the constituent documents of both corporations. The approval of the AGREEMENT AND PLAN OF MERGER (as defined below) by SUNCOAST ROOFERS SUPPLY OF TEXAS, INC., and SUNCOAST ROOFERS SUPPLY, INC. was duly authorized by all action required by the laws under which they were incorporated, and SUNCOAST ROOFERS SUPPLY OF TEXAS, INC., and SUNCOAST ROOFERS SUPPLY, INC. have complied with the applicable provisions of the laws of the State of Texas and the State of Florida, respectively, and with the terms of their respective constituent documents.

4. The AGREEMENT AND PLAN OF MERGER OF SUNCOAST ROOFERS SUPPLY OF TEXAS, INC., and SUNCOAST ROOFERS SUPPLY, INC., (the "AGREEMENT AND PLAN OF MERGER") is set forth in Exhibit 1 attached hereto and incorporated herein by reference.

5. The Board of Directors of SUNCOAST ROOFERS SUPPLY, INC., the Surviving Corporation in the merger, approved, recommended and adopted the AGREEMENT AND PLAN OF MERGER by written consent dated effective March 31, 2001, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of SUNCOAST ROOFERS SUPPLY OF TEXAS, INC., approved, recommended and adopted the AGREEMENT AND PLAN OF MERGER by written consent dated effective March 31, 2001, and directed that such document be submitted to a vote of its shareholders. The shareholders of SUNCOAST ROOFERS SUPPLY, INC., and SUNCOAST ROOFERS SUPPLY OF

TEXAS, INC., respectively, duly approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent dated effective March 31, 2001, in the manner prescribed by law of the State of Texas and the State of Florida.

6. For each corporation that is a party to the merger, the number of shares outstanding are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Suncoast Roofers Supply, Inc.	998 Voting Shares of Common Stock 998 Non-Voting Shares of Common Stock

Suncoast Roofers Supply of Texas, Inc. 1,000,000 Voting Shares of Common Stock

There were no shares of Suncoast Roofers Supply, Inc. or Suncoast Roofers Supply of Texas, Inc., entitled to vote as a class.

7. For each corporation that is a party to the merger, the number of shares that voted for and against the AGREEMENT AND PLAN OF MERGER, are as follows:

<u>Name of Corporation</u>	<u>Voted For</u>	<u>Voted Against</u>
Suncoast Roofers Supply, Inc.	998 —	None
Suncoast Roofers Supply of Texas, Inc. 1,000,000		None

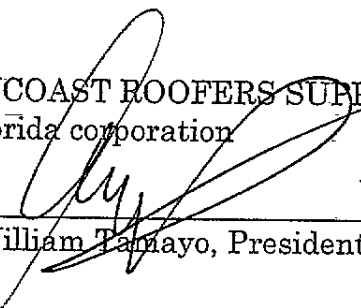
8. These ARTICLES OF MERGER, and the AGREEMENT AND PLAN OF MERGER incorporated herein by reference, shall be effective in accordance with Article 5.05 of the Texas Business Corporations Act, and the merger therein contemplated shall be deemed to be complete and consummated at said time.

9. The Surviving Corporation will be responsible for the payment of all such fees and franchise taxes related to the merger and the filing of these ARTICLES OF MERGER if the same are not timely paid.

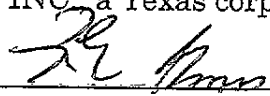
[SIGNATURES BEGIN ON THE NEXT PAGE]

These ARTICLES OF MERGER have been signed by the President of SUNCOAST ROOFERS SUPPLY, INC., and by the President of SUNCOAST ROOFERS SUPPLY OF TEXAS, INC., each thereunto duly authorized, dated effective as of the 31st day of March, 2001.

SUNCOAST ROOFERS SUPPLY, INC.
a Florida corporation

By: 
William Tamayo, President

SUNCOAST ROOFERS SUPPLY OF
TEXAS, INC. a Texas corporation

By: 
Rowland E. Gregory, Jr., President

AGREEMENT AND PLAN OF MERGER OF
SUNCOAST ROOFERS SUPPLY OF TEXAS, INC.
WITH AND INTO SUNCOAST ROOFERS SUPPLY, INC.

THIS AGREEMENT AND PLAN OF MERGER is dated effective March 31, 2001, and is made and entered into by and between SUNCOAST ROOFERS SUPPLY OF TEXAS, INC., ("TEXAS"), a corporation organized and existing under the laws of the State of Texas, (TEXAS being hereinafter sometimes referred to as the "Merging Corporation") and SUNCOAST ROOFERS SUPPLY, INC., ("SUNCOAST"), a corporation organized and existing under the laws of the State of Florida (SUNCOAST being hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations";

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that TEXAS be merged with and into SUNCOAST, with SUNCOAST being the Surviving Corporation, under and pursuant to the laws of the State of Florida and the State of Texas and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

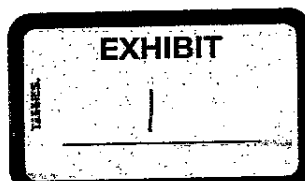
ARTICLE I

MERGER

1.1 TEXAS shall be merged with and into SUNCOAST in accordance with the laws of the State of Florida and the State of Texas. The separate corporate existence of TEXAS shall thereby cease, and SUNCOAST shall be the Surviving Corporation. The Surviving Corporation shall do business and be governed by the laws of the State of Florida.

1.2 The name which the Surviving Corporation is to have after the merger shall be "Suncoast Roofers Supply, Inc."

1.3 On the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be



thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.

1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Florida Business Corporation Act and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective in accordance with Article 5.05 of the Texas Business Corporation Act. The time and date of such effectiveness is referred to in this Agreement as the "Effective Time."

2.2 Prior to the Effective time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

2.3 This AGREEMENT AND PLAN OF MERGER will be submitted for approval separately to the shareholders of the merging parties in the manner provided by the laws of the State of Texas and the state of Florida.

ARTICLE III

CHARTER AND BYLAWS:

DIRECTORS AND OFFICERS

3.1 The Articles of Incorporation of SUNCOAST, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger. A copy of the Articles of Incorporation of the Surviving Corporation are set forth in Exhibit "A" attached hereto and are by this reference incorporated herein.

3.2 The Bylaws of SUNCOAST, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

3.3 The persons who are the Directors and officers of SUNCOAST immediately prior to the Effective Time shall, after the merger, continue as Directors and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV

CONVERSION OF SHARES

4.1 The Merging Corporation presently has issued an outstanding one million (1,000,000) shares of common stock ("Texas Common").

4.2 At the Effective Time, each issued and outstanding share of Texas Common owned by a shareholder other than SUNCOAST ROOFERS SUPPLY, INC., shall be converted into .00058 shares of the Surviving Corporation's non-voting Common Stock. The shares of Texas Common owned by SUNCOAST ROOFERS SUPPLY, INC., will be cancelled and will not be converted. After the Effective Time, each holder of an outstanding certificate or certificates theretofore representing shares of Texas Common shall be required to surrender the same to the Surviving Corporation for transfer, and each such holder or transferee will be entitled to receive certificates representing .00058 shares of the Surviving Corporation's non-voting Common Stock for every one (1) share of Texas Common, previously represented by the stock certificates surrendered. No other cash, shares, securities or obligations will be distributed or issued upon conversion of the Texas Common.

ARTICLE V

MISCELLANEOUS

5.1 Notwithstanding anything herein to the contrary, the Board of Directors of either of the Constituent Corporations may, in their sole discretion and at any time prior to the Effective Time, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Corporations. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the Constituent Corporations or its Directors, offices or shareholders in respect of this Agreement and Plan.

5.2 The Shareholders of TEXAS and SUNCOAST dissenting to the Agreement and Plan, if any, shall be entitled, pursuant to the relevant Sections of the Texas Business Corporation Act and the Florida Business Corporation Act, to be paid the fair value of their shares upon compliance with such statutory sections.

5.3 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

5.4 This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

This Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations effective as of the day and year first above written.

SUNCOAST ROOFERS SUPPLY, INC.
a Florida corporation

By: 

William Tamayo, President

SUNCOAST ROOFERS SUPPLY OF
TEXAS, INC., a Texas corporation

By: 

Rowland E. Gregory, Jr., President

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SUNCOAST ROOFERS SUPPLY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the Corporation is Suncoast Roofers Supply, Inc..

ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

A. To engage in every phase and aspect of the business of wholesale buying, selling and otherwise dealing in all kinds and types of roofing materials and supplies.

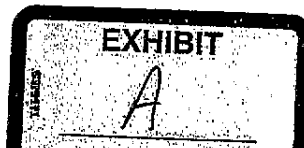
B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

C. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.



6. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE III CAPITAL STOCK

The capital stock of this Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

All of said stock shall be payable in cash, or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of the Corporation.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which the Corporation will begin business shall not be less than \$500.00.

ARTICLE V TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI ADDRESS

The initial street address of the principal offices of the Corporation in the State of Florida is 2544 Terminal Drive South, St. Petersburg, Florida, 33712. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one, and subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed the number shall be one.

ARTICLE VIII INITIAL DIRECTOR

The name and address of the member of the first Board of Director is:

<u>Name</u>	<u>Address</u>
ROWLAND E. GREGORY	2544 Terminal Drive South St. Petersburg, Florida 33712

ARTICLE IX SUBSCRIBER

The name and street address of the person signing these Articles of Incorporation as subscriber is:

Name

Address

ROWLAND E. GREGORY

2544 Terminal Drive South
St. Petersburg, Florida 33712

ARTICLE X VOTING FOR DIRECTORS

The Board of Directors shall be elected by the stockholders of the Corporation at such times and in such manner as provided by the By-Laws of the Corporation.

ARTICLE XI REMOVAL OF DIRECTORS

Any director of the Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XII CONTRACTS

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested, and no contract or other transaction of the Corporation with any person, firm or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XIII RESTRAINT ON ALIENATION OF SHARES

The stockholders of the Corporation shall have the power to include in the By-Laws, adopted by a two-thirds majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the stockholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

ARTICLE XIV ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest or corporation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of carrying on any business which the Corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its stock owned and held by any such stockholder as should desire to sell, transfer or otherwise dispose of his stock in accordance with the By-Laws adopted by the stockholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the Corporation is not impaired.

C. At its option, to purchase and acquire the stock owned and held by any stockholder who dies, in accordance with the By-Laws adopted by the stockholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the Corporation is not impaired.

D. To enter into, for the benefit of its employees, one or more of the following: (i) a pension plan, (ii) a profit-sharing plan, (iii) a stock bonus plan, (iv) a thrift and savings plan, (v) a restricted stock option plan, and (vi) other retirement or incentive compensation plans.

ARTICLE XV AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' 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 amendment of these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

ARTICLE XVI ADOPTION OF BY-LAWS

The power to alter, amend, or repeal the By-Laws or to adopt new By-Laws shall be vested in the Board of Directors; provided, however, that any By-Law or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by a vote of the shareholders entitled to vote for the election of directors, or a new By-Law in lieu thereof may be adopted by vote of such shareholders.

ARTICLE XVII BY-LAWS AND CORPORATE MANAGEMENT

The Corporation may in its By-Laws make any other provisions or requirements for the management or conduct of

the business of the Corporation, provided the same is not inconsistent with the provisions of this certificate, or contrary to the laws of this state or of the United States.

ARTICLE XVIII EXECUTIVE COMMITTEE

The Board of Directors shall have power to enact By-Laws, subject to any By-Law enacted by the stockholders, providing for the appointment of an executive committee of the Board of Directors. The Board of Directors may define the duties of the executive committee, but if not otherwise defined by the Board of Directors, it shall have and exercise such of the powers of the Board of Directors, during the period of time between meetings of the Board of Directors, as may be lawfully delegated.

IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation this 28th day of March, 1975.

Rowland E. Gregory
ROWLAND E. GREGORY

STATE OF FLORIDA)

COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared ROWLAND E. GREGORY, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he signed and executed the same for the purposes therein set forth.

WITNESS my hand and official seal in the State and County aforesaid this 28th day of March, 1975.

Donald M. Mistry
Notary Public

My Commission Expires: 5/29/75

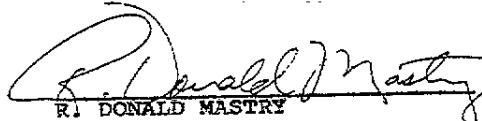
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That SUNCOAST ROOFERS SUPPLY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of St. Petersburg, County of Pinellas, State of Florida, has named R. Donald Mastry, located at The Tenth Floor, Florida Federal Building, City of St. Petersburg, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


R. DONALD MASTRY

APR 1 1974
STATE OF FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SUNCOAST ROOFERS SUPPLY, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Articles of Incorporation of SUNCOAST ROOFERS SUPPLY, INC., a Florida corporation, shall be amended as follows:

Article III of the Articles of Incorporation shall be deleted in its entirety and the following shall be substituted in its place:

"The maximum number of shares of stock authorized to be issued by this Corporation shall be five thousand (5,000) shares of voting common stock having a par value of one dollar per share and five thousand (5,000) shares of non-voting common stock having a par value of one dollar per share, and each share of voting common stock shall entitle the holder thereof to one vote at any stockholders meeting, and each share of non-voting common stock shall not entitle the holder thereof to vote at any shareholders meeting and said voting common stock and non-voting common stock shall in all other respects fully participate in corporate matters and in the assets of the Corporation, and shall be fully paid and non-assessable. Said shares shall be paid for in lawful money of the United States of America, or in property, labor or services at a just valuation to be fixed by the Corporation or by its Board of Directors."

The foregoing Amendment results in an exchange of shares as set forth in the following resolutions adopted by the sole director and approved by the shareholders to implement the Amendment to the Articles of Incorporation:

RESOLVED FURTHER, that each share of the previously authorized issued and outstanding shares of the common stock of the Corporation having a par value of one dollar per share be exchanged for one (1) share of voting common stock having a par value of one dollar per share and for one (1) share of non-voting common stock having a par value of one dollar per share.

RESOLVED FURTHER, that the officers of the Corporation be, and they are hereby authorized and directed to execute and deliver certificates representing the aforesaid shares upon surrender of each share of presently authorized and outstanding common stock and to execute all documents and take such other actions as

shall be necessary to carry out the purpose and intent of these resolutions.

Article X of the Articles of Incorporation shall be deleted in its entirety and the following shall be substituted in its place:

"The Board of Directors shall be elected by the stockholders holding voting common stock of the Corporation at such times and in such manner as provided by the By-Laws of the Corporation.

Article XI of the Articles of Incorporation shall be deleted in its entirety and the following shall be substituted in its place:

"Any director of the Corporation may be removed at any annual or special meeting of the stockholders holding voting common stock by the same vote as that required to elect a director."

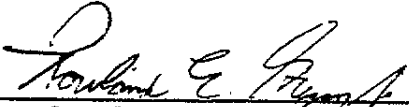
Article XIII of the Articles of Incorporation shall be deleted in its entirety.

Article XV of the Articles of Incorporation shall be deleted in its entirety and the following shall be substituted in its place:

"These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders holding voting common stock, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders holding voting common stock sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of stockholders are subject to this reservation."

The foregoing Amendments to the Articles of Incorporation of the Corporation were adopted and the resolutions to implement the Amendments were adopted by the sole director and all of the shareholders of the Corporation, pursuant to Sections 607.0821, 607.0704, and 607.1003 of the Florida Statutes, as evidenced by their signature on Actions by Written Consent manifesting their intentions that the foregoing Amendments to the Articles of Incorporation be adopted. All of the shareholders cast their votes for the Amendments and the number of votes cast for the Amendments was sufficient for approval by the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned president and secretary of the Corporation executed these Articles of Amendment this 28 day of March, 1995.



Rowland E. Gregory, Jr.
President and Secretary

STP-65795

The date of adoption of each amendment is March 28, 1995.