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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Stone Roofing Company, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Pamella Zamrzla
(Name of Person)

Stone Roofing Company, Inc.
(Firm/Company)

730 North Goney Avenue
(Address)

Azusa, CA 91702
(City/State/Zip)

300003158633-3
-03/06/00-01116-003
*****78.75 *****78.75

Should you need to call someone concerning this matter, please call:

Pam Zamrzla at (661) 273-2431
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:

| | |
|-------------------|---|
| Name | Qualification/Tax Lien Section |
| Availability | Division of Corporations |
| Document Examiner | 409 E. Games St. Tallahassee, FL 32399 |
| Updater | Enclosed is a check for the following amount: |
| Updater Verifier | <input type="checkbox"/> \$70.00 Filing Fee <input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate of Status <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy <input type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy |
| Acknowledgement | DCC |
| W. P. Verifier | DCC |

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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State Contractors License No. 159149

March 14, 2000

Qualification /Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

*attn: Deane Cushing
Corp. Specialist*

Subject: Resolution Adopting Corporate Name for Use in State of Florida

Per my phone conversation with your office last week, I was advised that our California corporate name is not available for our use in Florida. I also confirmed with your representative that the name we have selected was available and that what you needed was a copy of our Corporate Resolution designating that name for use in Florida.

Attached is the Corporate Resolution of Stone Roofing Co., Inc., to use the name STONE ROOFING EAST, INC. in our application to register as a California corporation to transact business in the State of Florida.

Please contact me, Pamella Zamrzla, at 800/722-7663, if you have any further questions.

Yours truly,

STONE ROOFING CO., INC.

Pamella Zamrzla
Secretary

The signature of Pamella Zamrzla is written in a cursive script. Below the signature, the name "Pamella Zamrzla" and the title "Secretary" are printed in a sans-serif font.

Enclosure as stated.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 9, 2000

PAMELA ZAMRZLA
STONE ROOFING COMPANY, INC.
730 NORTH CONEY AVENUE
AZUSA, CA 91702

SUBJECT: STONE ROOFING COMPANY, INC.
Ref. Number: W00000006320

We have received your document for STONE ROOFING COMPANY, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 000A00013069

RESOLUTION OF BOARD OF DIRECTORS OF
STONE ROOFING CO., INC.

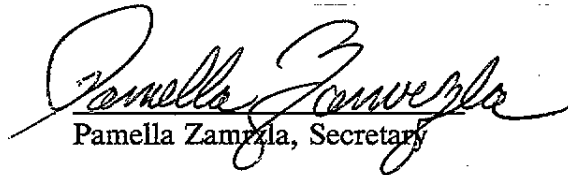
RESOLVED, That this Corporation has been notified that its application to register this Corporation to transact business in the State of Florida must be registered in a name other than *Stone Roofing Co., Inc.*, which is a corporate name not available for its use in the State of Florida.

Therefore, it is hereby resolved that this Corporation shall for the purposes of registration as a California corporation to transact business in the State of Florida shall register in the name of:

STONE ROOFING EAST, INC.

I, Pamella Zamrzla, do hereby certify that I am the duly elected and qualified Secretary and the keeper of the records and corporate seal of STONE ROOFING CO., INC., a corporation organized and existing under the laws of the State of California, and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with law and the Bylaws of said Corporation on March 13, 2000, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed, this 14th day of March, 2000.


Pamella Zamrzla, Secretary

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00 MAR 23 PM 3:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Stone Roofing Company, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. California, USA 3. 95-2502799
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 9, 1967 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not Applicable (anticipate June 2000)
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 730 North Coney Avenue
Azusa, Ca 91702
(Current mailing address)

8. Roofing Contractor
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

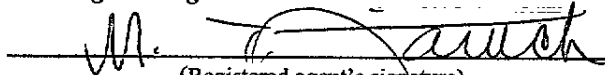
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C. T. Corporation

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated. Attached original dated February 10, 2000

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Johnny Zamrzla

Address: 2229 East Avenue Q

Palmdale, CA 93550

Vice Chairman: Debra Hall

Address: 2229 East Avenue Q

Palmdale, CA 93550

Director: Robert Joseph Zamrzla (Joe Zamrzla)

Address: 43807 27th Street West

Lancaster, CA 93536

Director: Pamella Zamrzla

Address: 2229 East Avenue Q

Palmdale, CA 93550

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Johnny Zamrzla

Address: 2229 East Avenue Q

Palmdale, CA 93550

Vice President: Robert Joseph Zamrzla (Joe Zamrzla)

Address: 2229 East Avenue Q

Palmdale, CA 93550

Secretary: Pamella Zamrzla

Address: 2229 East Avenue Q

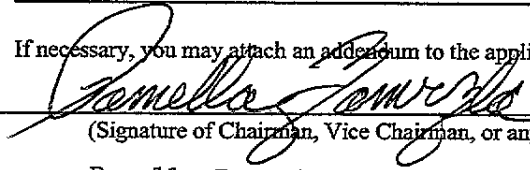
Palmdale, CA 93550

Treasurer: Pamella Zamrzla

Address: 2229 East Avenue Q

Palmdale, CA 93550

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Pamella Zamrzla

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 9th day of November, 19

STONE ROOFING CO., INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

February 10, 2000



Bill Jones

Secretary of State

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00 MAR 23 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA