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## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Roof Asset Management USA Ltd.

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," or "Certificate of Good Standing" 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:

Jeffrey L. Cacioppo

Name of Person

Roof Asset Management USA Ltd.

Firm/Company

13550 Falling Water Drive, Suite 205

Address

Strongsville, OH 44136

City/State and Zip code

jcacioppo@roofram.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeffrey Cacioppo

Name of Person

at ( 440 ) 238-1900

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:



\$70.00 Filing Fee



\$78.75 Filing Fee &  
Certificate of Status



\$78.75 Filing Fee &  
Certified Copy



\$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**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. Roof Asset Management USA Ltd., Incorporated  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Ohio 3. 27-0453915  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 26, 2009 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 13550 Falling Water Drive, Suite 205, Strongsville, OH 44136  
(Principal office address)  
13550 Falling Water Drive, Suite 205, Strongsville, OH 44136  
(Current mailing address)

8. Roof Consulting Firm  
(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 NOT acceptable)

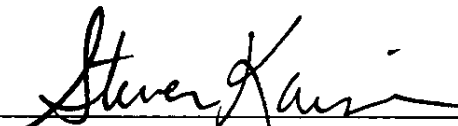
Name: Steven Kaiser

Office Address: 4575 Nelson Ave.

Sarasota, Florida 34231  
(City) (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.

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Jeffrey L. Cacioppo

Address: 10293 Forestwood Ln

North Royalton, OH 44133

Vice President: Dale P. Smith

Address: 8863 Forest View Dr.

Olmsted Falls, OH 44138

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. \_\_\_\_\_

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Jeffrey L. Cacioppo - President & CEO

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

FILED  
11 FEB 28 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**United States of America  
State of Ohio  
Office of the Secretary of State**

*I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show **ROOF ASSET MANAGEMENT, U.S.A., LTD.**, an Ohio For Profit Limited Liability Company, Registration Number 1866410, was organized within the State of Ohio on June 26, 2009, is currently in **FULL FORCE AND EFFECT** upon the records of this office.*

RECEIVED  
OFFICE OF THE SECRETARY OF STATE  
COLUMBUS, OHIO  
FEB 3 3:02 PM  
2011



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 3rd day of February, A.D. 2011*

*Jon Husted*

Ohio Secretary of State