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JACK L. CAPELL
HERMAN H. HAMILTON, JR.
RUFUS M. KING
ROBERT S. RICHARD
JOHN B. SCOTT, JR.
JOHN F. ANDREWS
JAMES M. SCOTT
THOMAS B. LAWSON, JR.
JOHN L. CAPELL III
WILLIAM D. COLEMAN
WILLIAM K. MARTIN
BRUCE J. DOWNEY III
HENRY C. BARNETT, JR.
PALMER SMITH LEHMAN
RICHARD F. ALLEN
NEAL H. ACKER
HENRY H. HUTCHINSON

CAPELL, HOWARD, KNABE & COBBS, P.A.

57 ADAMS AVENUE

POST OFFICE BOX 2069

MONTGOMERY, ALABAMA 36102-2069

334 241-8000

FACSIMILE 334 265-7454

*TIMOTHY SULLIVAN
OF COUNSEL

WASHINGTON, D.C.

*NOT ADMITTED TO PRACTICE IN ALABAMA

SHAFARD D. ASHLEY
D. KYLE JOHNSON
J. LISTER HUBBARD
JAMES N. WALTER, JR.
JAMES H. McLEMORE
W. HOLT SPEIR III
JIM B. GRANT, JR.
CHAD S. WACHTER
ELLEN M. HASTINGS
DEBRA DEAMES SPAIN
C. CLAY TORBERT III

FONTAINE M. HOWARD (1900-1905)
WALTER J. KNABE (1895-1979)
EDWARD C. COBBS (1909-1982)
L. LISTER HILL (1936-1993)

Writer's Direct Number
(334) 241-8004

October 2, 1995

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

RE: Interstate Roofing, Inc.
Qualification

Dear Sir/Madam:

Enclosed please find the completed Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-named corporation. Also enclosed is Capell, Howard check #57980 in the amount of \$122.50 for the qualification fee.

Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,

CAPELL, HOWARD, KNABE & COBBS, P.A.

Melissa W. Smyly
Melissa W. Smyly
Paralegal

MWS/

enclosures

cc: Mr. Glenn A. Reid
W. Holt Speir, III, Esq.
CT Corporation System - Atlanta

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DIVISION OF CORPORATIONS
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mt

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Interstate Roofing, 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. Alabama 3. 63-1127994
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/28/94 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Not yet determined (have yet to conduct business in Florida)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, S.))
7. Post Office Box 250004
Montgomery, Alabama 36125
(Current mailing address)
8. To engage in the transaction of any or all lawful business for which corporation may be incorporated under Alabama law
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Dale W. Morris

(Registered agent's signature) (Officer)

DALE W. MORRIS, ASSISTANT VICE PRESIDENT
(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Glenn A. Reid

Address: 7109 Fair Oaks Court
Montgomery, Alabama 36117

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: Glenn A. Reid

Address: 7109 Fair Oaks Court
Montgomery, Alabama 36117

Vice President: Brigitte G. Reid

Address: 7109 Fair Oaks Court
Montgomery, Alabama 36117

Secretary: Brigitte G. Reid

Address: 7109 Fair Oaks Court
Montgomery, Alabama 36117

Treasurer: Brigitte G. Reid

Address: 7109 Fair Oaks Court

Montgomery, Alabama 36117

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

13. X

Glenn A. Reid

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

14. Glenn A. Reid, President

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

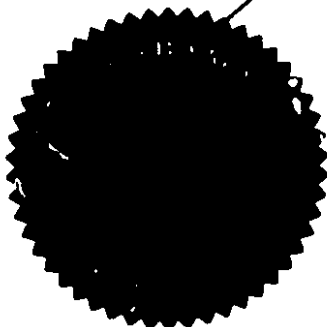
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DIVISION OF CORPORATIONS

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Interstate Roofing, Inc. incorporated in Montgomery County, Montgomery, Alabama on September 28, 1994. I further certify that the records do not disclose that said Interstate Roofing, Inc. has been dissolved.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

August 30, 1995

Date

Jim Bennett

Jim Bennett

Secretary of State