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TALLAHASSEE, FLORIDA

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STINSON
MORRISON
HECKER LLP

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CVitale@stinson.com
www.stinson.com

168 North Meramec Avenue
St. Louis, MO 63105
Tel (314) 863-0800
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Privileged and Confidential
Attorney/Client Communication

February 3, 2009

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: RSS Roofing Services & Solutions, LLC

Dear Sir or Madam:

Enclosed please find an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Certificate of Designation of Registered Agent/Registered Office to be filed on behalf of RSS Roofing Services & Solutions, LLC, a Missouri limited liability company. Also enclosed is a Certificate of Good Standing issued by the Missouri Secretary of State on February 3, 2009 and a \$155.00 check representing the filing fees for this filing. Please provide me with evidence of the filing at your earliest convenience. For your convenience, I have enclosed a self-addressed, stamped return envelope.

Thank you for your assistance. Should you have any questions or need additional information, please do not hesitate to call me at (314) 719-3043.

Very Truly Yours,

STINSON MORRISON HECKER LLP

A handwritten signature in black ink, appearing to read "Calista Vitale".

Calista Vitale
Paralegal

KANSAS CITY
OVERLAND PARK
WICHITA
WASHINGTON, D.C.
PHOENIX
ST. LOUIS
OMAHA
JEFFERSON CITY

Enclosures

cc: R. Troy Kendrick, Jr., Esq.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RSS Roofing Services & Solutions, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Calista Vitale, Paralegal
(Name of Person)

Stinson Morrison Hecker LLP
(Firm/Company)

168 North Meramec Avenue, Suite 400
(Address)

St. Louis, Missouri 63105
(City/State and Zip Code)

For further information concerning this matter, please call:

Calista Vitale at (314) 719-3043
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☒ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. RSS Roofing Services & Solutions, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Missouri

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 26-4128776

(FEI number, if applicable)

4. January 22, 2009

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1054 Central Industrial Drive

St. Louis, Missouri 63110

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

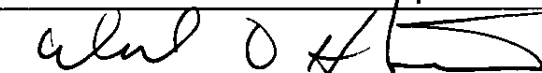
9. The name and usual business addresses of the managing members or managers are as follows:

Walter O. Hatfield, 1054 Central Industrial Drive, St. Louis, Missouri 63110

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

See Exhibit A attached hereto and incorporated herein.



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Walter O. Hatfield, Manager

Typed or printed name of signee

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

FILED

**Application by Foreign Limited Liability Company for Authorization to
Transact Business in Florida for RSS Roofing Services & Solutions, LLC**

Exhibit A

The purpose or purposes for which the Company is organized are as follows:

(a) to acquire any and all property whether tangible or intangible, personal, real or mixed, of whatever kind, to enter into and perform contracts of any kind necessary to, in connection with, or incidental to the accomplishment of the aforesaid purposes, and which may be in the best interests of the Company, and to borrow money and issue evidences of indebtedness and to secure the same by security interest, pledge or other lien in furtherance of the purposes of Company; and

(b) to engage in any lawful business for which a limited liability company may be organized under the Missouri Limited Liability Company Act and as permitted under the Florida Limited Liability Company Act.

In addition to the powers and privileges conferred upon the Company by law, by the Company's operating agreement, and those incidental thereto, the Company shall possess and may exercise all the powers and privileges that are necessary or convenient to effect any or all of the purposes for which the Company is organized.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

RSS Roofing Services & Solutions, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 S. Pine Island Road c/o C T Corporation System

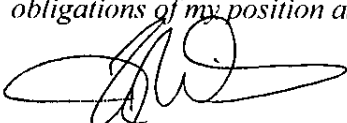
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 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 as provided for in Chapter 608, Florida Statutes.



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

RSS ROOFING SERVICES & SOLUTIONS, LLC
LC0942900

was created under the laws of this State on the 22nd day of January, 2009, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 3rd day of February, 2009

Robin Carnahan

Secretary of State

