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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

rainbow roofing materials, inc.

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
RAINBOW ROOFING MATERIALS, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I
NAME**

The Name of the corporation ("Corporation") is Rainbow Roofing Materials, Inc.

**ARTICLE II
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law, and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III
PERMITTED ACTIVITY**

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is 6825 SW 21st Court, Unit 2A, Davie, Florida 33317.

Prepared by:

Leonard Storchey, Esq.
2875 NE 191st Street, Suite PH-1B
Aventura, Florida 33180
Tel: (305) 692-8888
Fla. Bar No. 0122599

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**ARTICLE V
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is 10,000 shares of common stock with par value of \$0.1 each.

**ARTICLE VI
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

The initial street address of the Corporation's registered office is 2875 NE 191st Street, PH-1B, Aventura, Florida 33180. The initial registered agent for the corporation at that address is Leonard Storchevoy.

**ARTICLE VIII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of no fewer than one person, the exact number to be determined from time to time in accordance with the By Laws. The names and addresses of the persons who will serve on the initial Board of Directors are:

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Name and Address

Marc Segal
9330 SW 10th Street
Plantation, Florida 33324

Title

President

Marsha Segal
9330 SW 10th Street
Plantation, Florida 33324

Vice-President

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is Marc Segal, 9330 SW 10th Street, Plantation, Florida 33324.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of January 2000.



MARC SEGAL

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STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, MARC SEGAL and that he is known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my office seal on this 27 day of January 2000.



Maxine Rodriguez
Commission # 00843740
Expires June 6, 2003
Bonded Through
Atlantic Bonding Co.

NOTARY PUBLIC, State of Florida, at

Large

My Commission Expires:

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:
RAINBOW ROOFING MATERIALS, INC.
2. The name and address of the Registered Agent is

LEONARD STORCHEVOY, ESQ.
2875 NE 191ST STREET, SUITE PH-1B
AVENTURA, FLORIDA 33131


Marc Segal, President

Dated: January 27, 2000

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Rainbow Roofing Materials, Inc., at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Leonard Storchey

Dated: January 31, 2000

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