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## Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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## FLORIDA PROFIT CORPORATION OR P.A.

rainbow roofing materials, inc.

Certified Copy	1
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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

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 Storchevoy, Esq. 2875 NE 191st Street, Suite PH-18 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

Marsha Segal 9330 SW 10th Street Plantation, Florida 33324 Title

President

Vice-Fresident

## 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  $27^{4L}$  day of January 2000.

MARC SEGAL

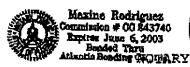
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STATE OF FLORIDA)

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 \_\_\_\_\_ day of January 2000.



PUBLIC, State of Florida,

Large

My Commission Expires:

### 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.

- The name of the corporation is:
   RAINBOW ROOFING MATERIALS, INC.
- 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

SECRETARY OF STATE DIVISION OF CORPORATIONS

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### ACCEPTANCE OF REGISTERED AGENT

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 Storchevoy

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Dated: January 3/, 2000