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August 14, 2000

Division of Corporations  
Post Office box 6327  
Tallahassee, Fl. 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 16 PM 1:19

Re: Incorporation of Universal Roofing and Construction Company, Inc.

Ladies/Gentlemen:

Enclosed please find the original Articles of Incorporation of Universal Roofing and Construction Group, Inc., along with a check for \$78.75 to cover the filing fee, registered agent designation and for a certified copy of the Articles of Incorporation.

Please return the certified copy of the Articles of Incorporation to the undersigned as soon as possible.

Thank you for your assistance in this matter.

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-08/16/00--01069--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Sincerely,



Robert W. Rasch

cc: Mr. Trevor MacGowan

8/22/00

**ARTICLES OF INCORPORATION**

**OF**

**UNIVERSAL ROOFING AND CONSTRUCTION GROUP, INC.**

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DIVISION OF CORPORATIONS

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**ARTICLE I  
NAME**

The name of this corporation is Universal Roofing and Construction Group, Inc.

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

A. To operate a business engaged in general contracting repairs of commercial and residential property and roof repair and replacement.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the operation of such business.

C. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.

D. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**ARTICLE III  
CAPITAL STOCK**

The corporation is authorized to issue 100 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV  
TERM OF EXISTENCE**

The corporation is to exist perpetually, commencing on the date of filing of the Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE V  
ADDRESS**

The initial street address of the principal registered office of this corporation is 4546 Edgewater Drive, Orlando, Florida 32804, and the name of the initial registered agent of this corporation is Kenny L. Mellick. The Board of Directors may from time to time move the principal registered office to any other address in Florida or change the corporation's registered agent (mailing address is the same).

**ARTICLE VI  
DIRECTORS**

The business and affairs of the corporation shall be managed by a Board of Directors consisting of one or more persons. The number of directors may be increased or diminished from time to time by the bylaws.

**ARTICLE VII  
INITIAL DIRECTORS**

The names and addresses of the members of the first Board of Directors are:

Kenny L. Mellick  
4546 Edgewater Drive  
Orlando, Florida 3284

**ARTICLE VIII  
INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is:

Kenny L. Mellick  
4546 Edgewater Drive  
Orlando, Florida 3284

**ARTICLE IX  
VOTING RIGHTS**

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE X  
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of Directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting)

he would be entitled to cast for the election of Directors with respect to her shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

## **ARTICLE XI CONTRACTS**

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or Officer of such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any other firm, association, or corporation in which he may be in any way interested.

## **ARTICLE XII OFFICERS**

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the Board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the bylaws of the corporation and the laws of the State of Florida as such Board may deem advisable for the conduct and operation of the business of the corporation. The following persons shall be officers of this corporation until the first meeting of the Board of Directors:

Kenny L. Mellick  
Jared Mellick  
Trevor MacGowan  
Carlos Colon

President  
Executive Vice-President  
Vice-President — Operations  
Secretary/Treasurer

## **ARTICLE XIII BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

## **ARTICLE XIV RESTRAINT ON ALIENATION OF SHARES**

The shareholders of this corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding

shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions and details hereof shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

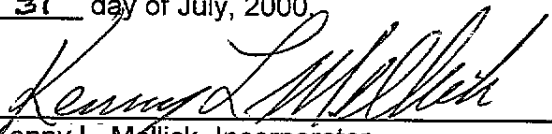
#### **ARTICLE XV MEETINGS**

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the corporation.

#### **ARTICLE XVI AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

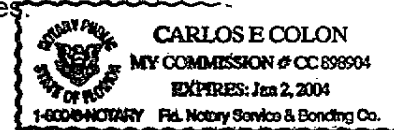
IN WITNESS WHEREOF, I have hereunto executed my hand and seal at Orlando, Orange County, Florida, these Articles of Incorporation this 31 day of July, 2000.

  
Kenny L. Mellick, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31 day of July, 2000, by  
Kenny L. Mellick who is personally known to me.

Carlos E. Colon  
CARLOS E. COLON  
(Print name)  
Notary Public, State of Florida  
My Commission Expires



**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, 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.

Kenny L. Mellick  
Kenny L. Mellick  
Registered Agent

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FL EDU  
STATE  
DEPT OF REVENUE