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TRANSMITTAL LETTER

FLORIDA DEPT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

600003387006--8
-09/08/00--01080--002
122.50 **78.75

RE: PROTEC ROOFING, INC.

Dear Representative,

The enclosed Articles of Incorporation and check for \$122.50 are submitted to register the above referenced corporation to transact business in the state of Florida.

Please return all correspondence concerning this matter to the following:

William Eicoff
PROTEC ROOFING, INC.
3230 SW 20th Street
Ft Lauderdale, FL 33312

Should you need to call someone concerning this matter, please call:

William Eicoff at (305) 621-1361

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -8 AM 10:03

Name OK
per
Kam Beyer

g 9/12/00

ARTICLES OF INCORPORATION
of
PROTEC ROOFING, INC.

00 SEP -8 AM 10: 08

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

Article 1

The name of the Corporation shall be:

PROTEC ROOFING, INC.

Article 11

The principle place of business and mailing address of this corporation shall be:

**3230 SW 20th Street
Ft Lauderdale, FL 33312**

Article 111

The corporation is authorized to have outstanding one class of stock. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. The maximum number of shares of common stock which the corporation is authorized to have outstanding is **1,000** shares at a par value of **\$1** per share.

Article 1V

The corporation shall have perpetual existence.

Article V

The purpose of this corporation is to offer roof installation and repair services to the public.

The foregoing purpose (s) and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose (s) which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

Article VI

The name and address of the initial registered agent is:

3230 SW 20th Street
Ft Lauderdale, FL 33312

Article VII

The name and address of each of the members of the initial Board of Directors and who shall hold office for the first year of existence of this corporation, and until their successors are elected or appointed are as follows:

DIRECTOR (S):

William Eicoff
3230 SW 20th Street
Ft Lauderdale, FL 33312

President

William Eicoff
1865 S Ocean Drive Ste 5-M
Hallandale, FL 33009

Vice-President

Robert Battista
3230 SW 20th Street
Ft Lauderdale, FL 33312

Article VIII

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 it to the stockholders, and approved by vote.

The NAME(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

William Eicoff
3230 SW 20th Street
Ft Lauderdale, FL 33312

The undersigned incorporator (s) has (have) executed these Articles of Incorporation this 5th day of September 2000.


Signature

State of Florida
County of Dade

I Hereby Certify, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared the following person(s):

William Eicoff

to be known to be the person(s) described in and who executed the foregoing instrument and they acknowledged before me that they executed the same. I relied upon the following forms of identification "personally known".

Witness my hand and official seal in the County and State last aforesaid this 5th day of September, AD 2000.



Sophia Lima
Commission # CC 910604
Expires Feb. 15, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Signature

SOPHIA LIMA

Printed Notary Name

Notary Seal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 SEP -8 AM 10: 08

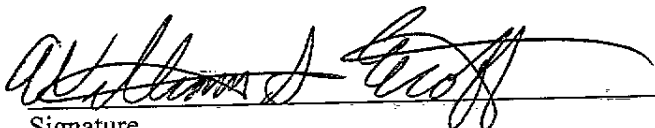
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617-0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PROTEC ROOFING, INC.
2. The name and address of the registered agent and office is:

William Eicoff
3230 SW 20th Street
Ft Lauderdale, FL 33312

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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.


Signature

9/5/00
Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314