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FRAZIER & FRAZIER ROOFING, INC.
17110 N. E. 20th AVENUE
MIAMI, FL. 33162

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*****78.50 *****78.50

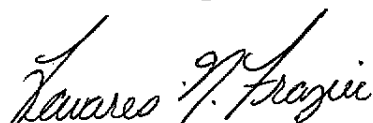
SECRETARY OF STATE OF FLORIDA
TALLAHASSEE, FL.

RE: ARTICLES ON INCORPORATION
FRAZIER & FRAZIER ROOFING, INC.

Dear Sir:

Enclosed please find my check in the amount of \$78.50, representing cost for recording and certifying the enclosed Articles. Should additional information be required, please advise.

Yours truly,


TAVARES N. FRAZIER

Encs.

FILED
00 DEC 12 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
FRAZIER & FRAZIER ROOFING, INC.**

FILED
00 DEC 12 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation competent to contract and for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

The purpose(s) for which the Corporation is formed are as follows: To provide Residential and Commercial Roofing; Property Renovation and Rehabilitation for the purpose of selling; Property Management and Maintenance to engage in the charging and collection of rent.

To be performed herein as mentioned as fully and to the same extent as any natural persons might or could do, and in any part of the world and to engage in any and all legitimate purposes for which corporations may be organized under the General Corporation Laws of the State of Florida. could do, and in any part of the world and to engage in any and all legitimate purposes for which corporations may be organized under the General Corporation Laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

FRAZIER & FRAZIER ROOFING, INC.

ARTICLE II PRINCIPAL OFFICE

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

17110 N. E. 20th Avenue #2
MIAMI, FLORIDA 33162

ARTICLE III DURATION and BEGINNING OF CORPORATION

The Corporation shall exist perpetually. The Corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE IV

This corporation is organized for the purpose of transacting any and all lawful business

ARTICLE V CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock of a par value of \$5.00 per share. 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.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Tavares N. Frazier
17110 N. E. 20TH AVENUE
MIAMI, FLORIDA 33162

ARTICLE VII INCORPORATOR(S)

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

Tavares N. Frazier
FRAZIER & FRAZIER ROOFING, INC
17110 N. E. 20TH AVENUE
MIAMI, FLORIDA 33162

The undersigned has (have) executed these Articles of Incorporation
this 25TH day of November, 2000.

Tavares N. Frazier
TAVARES N. FRAZIER

PRESIDENT
TITLE

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall have (2) initial directors. The number of directors may be increased or decreased from time to time, in the manner provided in the bylaws of the Corporation.

The name and street address of the initial directors are;

**TAVARES N. FRAZIER, PRESIDENT/TREASURER
17110 N. E. 20TH AVENUE #2
MIAMI, FLORIDA 33162**

**LAWRENCE J. FRAZIER, VICE PRESIDENT/SECRETARY
17110 N. E. 20TH AVENUE #2
MIAMI, FLORIDA 33162**

ARTICLE IX

BY LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and share holders.

ARTICLE X

AMENDMENT

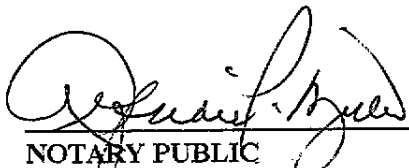
This Corporation reserves the right to amend, or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

STATE OF FLORIDA)

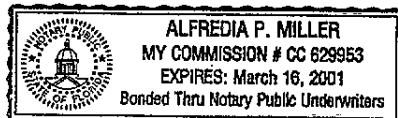
COUNTY OF MIAMI-DADE)

Before me, a NOTARY PUBLIC Authorized to take acknowledgment in the STATE and COUNTY set forth above, personally appeared (Tavares Frazier), known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal
in the State and County aforesaid, this 25th day of Nov, 2000.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



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

Pursuant to the provisions of sections 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 office/registered agent, in the State of Florida.

The name of the corporation is: **FRAZIER & FRAZIER
ROOFING, INC.**

The name and address of the registered agent and office is:

TAVARES N. FRAZIER
(NAME)

17110 N. W. 20th AVENUE #2
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33162
(CITY/STATE/ZIP)

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 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.

Tavarez N. Frazier, President/Treasurer;

DATE: November 25, 2002

FILED
00 DEC 12 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA