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FILED
01 APR 23 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/23/01--01156--003
*****87.50 *****87.50

SUBJECT: ALLISON ROOFING SYSTEMS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$87.50
Filing Fee	Filing Fee	Filing Fee	Filing Fee,
	& Certificate of Status	& Certified Copy	Certified Copy
			& Certificate
			of Status

ADDITIONAL COPY REQUIRED

FROM: Richard W. Pringle
Strayhorn & Strayhorn Attys.
P.O. Box 1288
Ft. Myers, FL 33902
(941) 334-1269

F. CHESSE

APR 24 2000

NOTE: Please provide the original and one copy of the articles

ARTICLES OF INCORPORATION
OF
ALLISON ROOFING SYSTEMS, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ALLISON ROOFING SYSTEMS, INC.

The address of the principal office of this corporation shall be 1653 White Plains Terrace, North Fort Myers, FL 33903 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered agent's office of the corporation shall be 1653 White Plains Terrace, North Fort Myers, FL 33903 and the name of the initial registered agent of the corporation at that address is John L. Allison.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have (2) directors, initially. The names and addresses of the members of the Board of Directors are:

John L. Allison	1653 White Plains Terrace North Ft. Myers, FL 33903
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John L. Allison, II	1653 White Plains Terrace North Ft. Myers, FL 33903
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ARTICLE VII. OFFICERS

The names and addresses of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

John L. Allison President, Treasurer	1653 White Plains Terrace North Ft. Myers, FL 33903
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John L. Allison, II Vice President	1653 White Plains Terrace North Ft. Myers, FL 33903
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Charles A. Beard Secretary	3330 Edison Ave. Ft. Myers, FL 33901
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ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

John L. Allison
1653 White Plains Terrace
North Ft. Myers, FL 33903

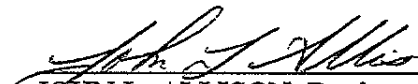
IN WITNESS WHEREOF, THE SAID INCORPORATOR has subscribed his name this
18th day of April 2001.


JOHN L. ALLISON

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

John L. Allison, an individual residing in the State of Florida, having an address of 1653 White Plains Terrace, North Fort Myers, FL 33903, and having been designated as the registered agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.


JOHN L. ALLISON, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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