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LAW OFFICES  
RAYMOND M. MASCIARELLA II, P.A.  
ATTORNEY AND COUNSELOR AT LAW

RAYMOND M. MASCIARELLA II

SUMMIT BUILDING, SUITE 340  
840 U.S. HIGHWAY ONE  
NORTH PALM BEACH  
FLORIDA 33408

April 25, 2001

(561) 627-4448

Facsimile (561) 625-4181

Secretary of State  
Department of State  
Corporate Division  
409 E. Gaines Street  
Tallahassee, FL 32301

FILED  
01 APR 30 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: PAD Roofing and Construction, Inc.

Dear Sir:

Please find enclosed one original and one copy of our Articles of Incorporation for the above company. Please file the original in your office and return to us one Certified Copy.

We are enclosing our check in the amount of \$122.50 covering the following:

\$35.00 Filing fees  
\$35.00 Certificate Designating Registered Agent  
\$52.50 Certified Copy

Yours very truly,

RAYMOND M. MASCIARELLA II, PA

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-05/01/01 -01043--014  
\*\*\*\*122.50 \*\*\*\*78.75

Raymond M. Masciarella II, Esquire

RMM:ph  
Enclosures

ARTICLES OF INCORPORATION

FILED

OF

01 APR 30 PM 3:10

PAD ROOFING AND CONSTRUCTION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

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

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this

corporation, shall have the right to purchase his or her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

#### **ARTICLE VI**

##### **INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of this corporation is 129 Lehane Terrace, North Palm Beach, Florida 33408, and the name of the initial registered agent of this corporation is Peter A. Dzenutis.

#### **ARTICLE VII**

##### **INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-laws. However, there shall never be less than one director or more than five. The names and addresses of the initial Board of Directors of this corporation are:

1. Peter A. Dzenutis  
129 Lehane Terrace  
North Palm Beach, Florida 33408

#### **ARTICLE VIII**

##### **INCORPORATOR**

The name and address of the incorporator signing these articles is Peter A. Dzenutis, 129 Lehane Terrace, North Palm Beach, Florida 33408.

**ARTICLE IX**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ARTICLE X**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the shareholders.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation on this 25<sup>th</sup> day of APRIL, 2001.

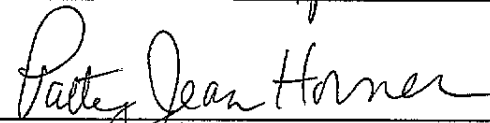
  
\_\_\_\_\_  
PETER A. DZENUTIS

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Peter A. Dzenutis, who is personally known to me the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and official seal in the State and County above, this 25 day of April, 2001.

  
\_\_\_\_\_  
Notary Public



Patty Jean Horner  
MY COMMISSION # CC875724 EXPIRES  
October 10, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that Peter A. Dzenutis desiring to organize PAD Roofing and Construction, Inc. and qualify under the laws of the State of Florida, with its principal place of business located at 129 Lehane Terrace, North Palm Beach, Florida 33408, has named Peter A. Dzenutis, as its agent to accept service of process within Florida.

Dated:

  
\_\_\_\_\_  
PETER A. DZENUTIS, President

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
\_\_\_\_\_  
PETER A. DZENUTIS, Registered Agent

**FILED**  
01 APR 30 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA