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E. CLAYTON YATES, P.A.

ATTORNEY AT LAW

205 SOUTH SECOND STREET

FORT PIERCE, FLORIDA 34950

TELEPHONE: 561/465-7990

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September 10, 2001

Ms. Beth Register  
Division of Corporations  
State of Florida  
P.O. Box 6327  
Tallahassee, Florida 32314

500004586325--0  
-09/12/01--01073--015  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Rooftoppers, Incorporated; Ref. #W01000020587; Letter #601A00050045

Dear Ms. Register:

Enclosed please find our check number 1515 in the amount of \$87.50 for the cost of filing the above referenced corporation. I apologize for the oversight. Please process the application for incorporation and the filing fee at your earliest convenience.

If you should have any questions or need anything else from us, please feel free to contact this office.

Sincerely,

E. CLAYTON YATES, P.A.

*Cindy Lou Wilhoite*

Cindy Lou Wilhoite  
Paralegal/Office Manager to  
E. Clayton Yates, Esq.

Enclosure: As indicated

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 SEP 12 PM 3:20

B. REGISTER SEP 12 2001

**ARTICLES OF INCORPORATION (PROFIT)  
OF  
ROOFTOPPERS, INCORPORATED**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 SEP 12 PM 3:20

Doyle Sewell the undersigned, being of the age of eighteen (18) years or more, does hereby make and acknowledge these Articles of Incorporation under and by virtue of the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is RoofToppers, Incorporated.  
The business address is: 230 11<sup>th</sup> Court, Vero Beach, Florida 32962

**ARTICLE II  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Corporate Law of the State of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the State of Florida Corporations Code.

**ARTICLE III  
REGISTERED OFFICE/AGENT**

The Street address of the Corporations' initial registered office in the State of Florida is 205 south Second Street, Fort Pierce, St. Lucie County, Florida; and the name of its initial registered agent at such address is **E. CLAYTON YATES, P.A.**

**ARTICLE IV  
AUTHORIZED CAPITAL STOCK**

The number of shares the corporation is authorized to issue shall be 100 shares all of one class designated as common stock.

## **ARTICLE V PROVISIONS**

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

## **ARTICLE VI INITIAL OFFICERS/DIRECTORS**

The number of directors constituting the initial board of directors shall be 2; and the names and addresses of the persons who are to serve as directors until the first meeting of shareholders or until their successors are elected and qualify are:

- 1) Doyle Sewell, President/Secretary/Treasurer  
230 11<sup>th</sup> Court, Vero Beach, Flroida 32962
- 2) Terry Lawrence, Vice President  
850 SW McCracken Avenue, Port St. Lucie, FL 34953

To the fullest extent permitted by Florida Business Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its shareholders for monetary damages for breach of duty as a director. No amendment or repeal of this Article nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

The corporation elects to have preemptive rights.

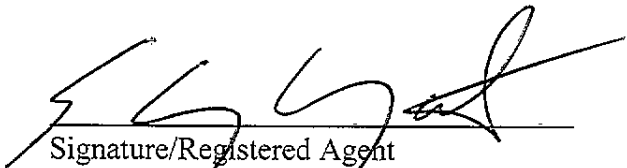
All shareholders of the corporation are entitled to accumulate their votes for directors. No amendment shall be made to this Article when the number of shares voting against the proposal to amend would be sufficient to elect a director by cumulative voting and such shares are entitled to be voted cumulatively for the election of directors.

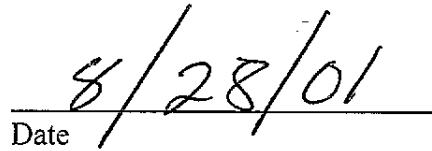
**ARTICLE VII  
INCORPORATOR**

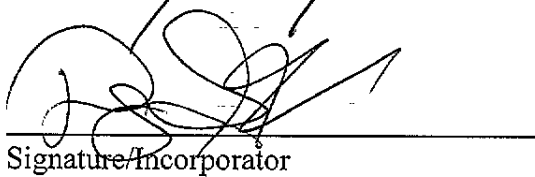
The name and address of the incorporator is **DOYLE SEWELL**  
**230 11<sup>TH</sup> COURT, VERO BEACH, FLORIDA 32962**

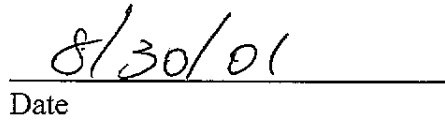
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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

  
\_\_\_\_\_  
Date