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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

A.G.T. ROOFING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	067
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. McKnight

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 14, 2001

EMPIRE

SUBJECT: A.G.T. ROOFING, INC.
REF: W01000026118

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

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Becky McKnight
Document Specialist
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FAX Aud. #: H01000114179
Letter Number: 501A00061391

401000114179
ARTICLES OF INCORPORATION

OF

A.G.T. Roofing, Inc.

ARTICLE I- Name

A.G.T. Roofing, Inc.

ARTICLE II- Address

1152 SW 10 Street # 2
Miami, Florida 33130

ARTICLE III- Duration

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

ARTICLE IV Purpose

This Corporation is organized for the purpose of transacting any or all lawful business as a Roofing Company.

ARTICLE V- Capital Stock

This Corporation is authorized to issue 100 Shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE VI- Pre-Emptive Rights

Every shareholder, upon sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

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ARTICLE VII- Initial Registered Agent

The street address of the Initial Registered Office of this Corporation is:

GUZMAN & ASSOCIATES, INC.
C/O Josephine Guzman CLA
1800 SW 1 Street # 208
Miami, Florida 33135

ARTICLE VIII- Initial Board of Directors

This Corporation shall have three (3) Directors constituting the Initial Board of Directors. The number of Directors may either be increased or decreased from time to time by the By Laws, however, there shall never be less than (3) One Directors. The name(s) and address (es) of the Initial Board Of Directors of the Corporation is:

Ricardo Gustavo Souto- President/Director
1152 SW 10 Street # 2
Miami, Florida 33130

Alberto Felix Quintana- Vice-President/Director
1260 SW 6th Street # 302
Miami, Florida 33130

Victor Hugo Melo- Secretary/Treasurer/ Director
2539 SW 11 Street #B
Miami, Florida 33135

Josephine Guzman - Assistant Secretary/ Director
1800 SW 1 Street # 208
Miami, Florida 33135

ARTICLE IX- Incorporators

The Name and address of the Incorporator signing these articles is:

Ricardo Gustavo Souto-President
1152 SW 10 Street # 2
Miami, Florida 33130

ARTICLE X- Indemnification

The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by Law.

ARTICLE XI- Amendments

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 9th day of November, 2001.

By: ✓



RICARDO GUSTAVO SOUTO President/Director
A.G.T. ROOFING INC.

STATE OF FLORIDA

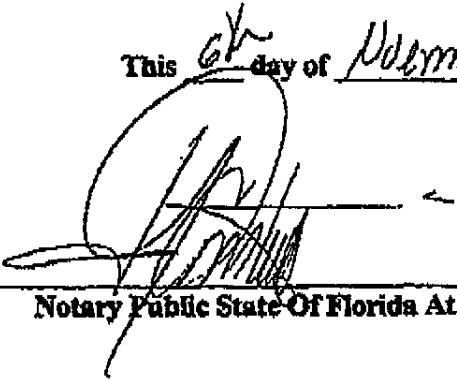
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State of Florida and Miami-Dade County, personally appeared **RICARDO GUSTAVO SOUTO** President/Director of **A.G.T. ROOFING INC.** known to be the person who executed and signed these foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State of
Florida, County of Miami-Dade,

This 6th day of November 2001.

My Commission Expires:
03/12/2002



CC 724066

Notary Public State Of Florida At Large

NOTARY PUBLIC - STATE OF FLORIDA
JOSEPHINE GUZMAN-CANTERA
COMMISSION # CC724066
EXPIRES 3/12/2002
BONDED THRU ASA 1-388-NOTARY1

Prepared by: GUZMAN & ASSOCIATES, INC.
C/O Josephine Guzman, CLA
1300 SW 1 Street # 208
Miami, Florida 33135
Tel: (305) 644-8822
Fax: (305) 649-3059

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

Pursuant to the Provisions of Section 607, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Agent, in the State Of Florida.

1. Name of the Corporation is:

A.G.T. ROOFING INC.

2. The Name and Address of the Registered Agent Office is:

**GUZMAN & ASSOCIATES, INC.
C/O Josephine Guzman CLA**

(Name)

1800 SW 1 Street # 208

(P.O. Box or Mail Drop NOT Acceptable)

Miami, Florida 33135

(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 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. I am familiar with and accept the obligations of my position as Registered Agent.

11/09/2001

**GUZMAN & ASSOCIATES, INC.
C/O Josephine Guzman CLA**

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