

OFFICE USE ONLY (DOCUMENT #)

Power 2563

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY 700004863647- - 9
-02/04/02--01024--019
*****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. TRI-COUNTY ROOFING, INC.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:05 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

RECEIVED
02 FEB -4 AM 10:43
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
02 FEB -4 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

OF

TRI - COUNTY ROOFING, INC.

FILED
02 FEB - 4 PM 3:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is : TRI - COUNTY ROOFING, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock at \$5.00 par value.

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:
818 Venetia Avenue Coral Gables, Florida 33134

The name of the initial registered agent of this corporation at that address is
Marisol Tamarazzo

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 directors initially. The number of directors may be increased or diminished from time to time as provided for by the By Laws. The names and addresses of the initial directors of this corporation are:

Marisol Tamarazzo

818 Venetia Avenue.
Coral Gables, Florida 33134

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

Marisol Tamarazzo

818 Venetia Avenue.
Coral Gables, Florida 33134

ARTICLE X - BY LAWS

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

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

Marisol Tamarazzo

100 % SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors each shareholders entitled to vote at such election shall have the right to cumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such number of such candidates.

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the
Services of Process Within This State, Naming Agent
Upon Whom Process May Be Served and Names
and Addresses of the Officers
and Directors

TRI - COUNTY ROOFING, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Statute: TRI - COUNTY ROOFING, INC., a corporation organized or organizing under the laws of the State of Florida with its principal office at 818 Venetia Avenue, Coral Gables, Florida 33134 in the city of Coral Gables, county of Miami Dade, State of Florida has named Marisol Tamarazzo located at 818 Venetia Avenue, Coral Gables, Florida 33134 In the city of Coral Gables, County of Miami Dade, State of Florida as its agent to accept service of process within this State.

NAME

SPECIFIC ADDRESS

Marisol Tamarazzo

818 Venetia Avenue.
Coral Gables, Florida 33193

DIRECTORS:

NAME

TITLE

SPECIFIC ADDRESS

Marisol Tamarazzo

Pres.

818 Venetia Avenue.
Coral Gables, Florida 33193

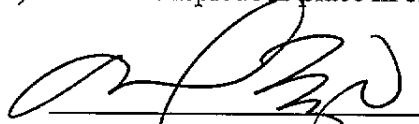
Marisol Tamarazzo

Sec.

818 Venetia Avenue.
Coral Gables, Florida 33193

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept, service of process at the above Florida designated address) in some conspicuous place in office as required by Law.



Matisol Tamarazzo

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02 FEB -4 PM 3:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA