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Law Offices of
JAMES D. BEACH, P.A.
424 CENTRAL AVENUE
SUITE 702
ST. PETERSBURG, FLORIDA 33701
Telephone: (727) 895-2278
Fax: (727) 895-2153

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September 3, 2002

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32399

Re: Articles of Incorporation for GULF TO BAY ROOFING, INC.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for GULF TO BAY ROOFING, INC., together with a check in the amount of Seventy Dollars (\$70.00) to cover the cost of filing fees with regard to this matter.

Thank you for your attention to this matter. If you have any questions, please contact me.

Very Truly Yours,


JAMES D. BEACH, ESQUIRE

JDB/iaw
Enclosures
cc: Jeffrey Wiley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

GULF TO BAY ROOFING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates to form a corporation under the laws of the state of Florida.

ARTICLE I

The name of the corporation is GULF TO BAY ROOFING, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is any and all activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

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

ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The initial post office address of the principal office of the corporation in the State of Florida is 1918 Country Club Road North, St. Petersburg, Florida 33710. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

The corporation shall have directors initially. The number of directors may be increased or decreased, from time to time, by the By-Laws adopted by the stockholders.

ARTICLE VII

The names and post office addresses of the members of the first Board of Directors are:

NAME AND ADDRESS

OFFICE

JEFFREY L. WILEY
1918 Country Club Road North
St. Petersburg, FL 33710

President, Vice President,
Secretary, Treasurer

ARTICLE VIII

The names and post office addresses of the subscribers of these Articles of Incorporation, the number of shares of stock they agree to take, and the value of the consideration therefor is:

NAME AND ADDRESS

NUMBER OF SHARES AND VALUE

JEFFREY L. WILEY
1918 Country Club Road North
St. Petersburg, FL 33710

250 shares, \$1.00 par value per share

GARY ORTHNER
923 Eden Isle Dr. N.E.
St. Petersburg, FL 33704

250 shares, \$1.00 par value per share

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

GULF TO BAY ROOFING, INC., desiring to organize under the laws of the state of Florida with its principal office as indicated in these Articles of Incorporation at 1918 Country Club Road North, St. Petersburg, Florida 33710, has named James D. Beach, Esquire, 424 Central Avenue, Suite 702, St. Petersburg, Florida 33701, as its agent to accept service of process within this state.

HAVING been named to accept service of process for the above-named corporation, at the place designated herein, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Resident Agent

IN WITNESS WHEREOF, I, the incorporator named above, have hereunto set my hand and seal this 3rd day of September, 2002.

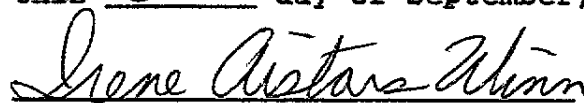

JEFFREY L. WILEY

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared JEFFREY L. WILEY, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State aforesaid this 3rd day of September, 2002.


NOTARY PUBLIC

My Commission Expires:



Irene Aistars Winn
Commission # GC 839499
Expires June 20, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA