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2002 OCT 23 PM 12:26
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The Rydberg Law Firm, P.A.

400 North Tampa Street
Suite 1050
Tampa, Florida 33602

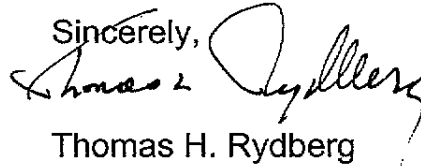
(813) 221-2800
Fax (813) 221-2420

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: MHI Roof Consultants, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for: \$78.75 to pay for the Filing Fee Filing Fee and a Certified Copy.

Sincerely,



Thomas H. Rydberg

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TALLAHASSEE FLORIDA
DIVISION OF CORPORATIONS
STATE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MHI ROOF CONSULTANTS, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I.

The name of the corporation is MHI Roof Consultants, Inc.

ARTICLE II

The street address of the principal office and mailing address of this corporation is 46 Carriage Pines Court, The Woodlands, Texas 77381.

ARTICLE III

The maximum number of shares this corporation is authorized to issue is 1000, par value \$10.00 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The address of the initial registered office of this corporation is 400 N. Tampa Street, Suite 1050, Tampa, Florida 33602. The name of the initial registered agent at that address is Thomas H. Rydberg.

ARTICLE V

The name and street address of the incorporator of these articles of incorporation

is:

Name

Address

Michael L. Hamilton

25100 Pitkin Road
Suite 84 B, Spring Texas 77386

ARTICLE VI

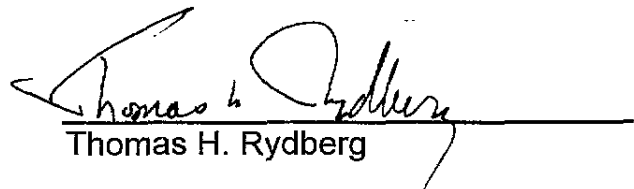
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation on October 7, 2002.


Michael L. Hamilton, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MHI Roof Consultants, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under Section 607.0501(3) Fla. Stat.


Thomas H. Rydberg

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA