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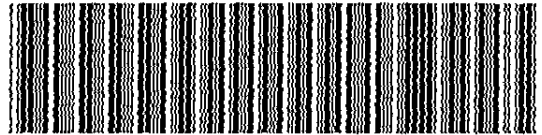
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TALLAHASSEE, FLORIDA

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Harold Haimowitz, P.A.

Harold B. Haimowitz
Attorney at Law

July 28, 2003

4700 NW Boca Raton Blvd. (NW 2nd Blvd.)
Suite 201
Boca Raton, Florida 33431
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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: **USA RUSTBUSTER, INC.**

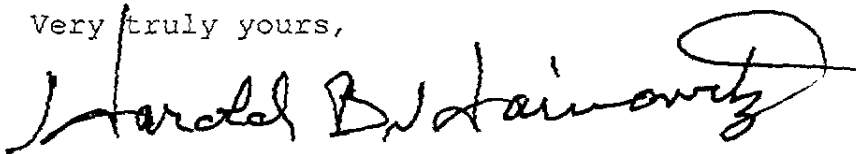
To Whom It May Concern:

Enclosed please find an original and one copy of Articles of Incorporation for USA RUSTBUSTERS, INC., along with my check in the sum of \$78.75 payable to the Florida Department of State as the filing fee.

Please file these Articles of Incorporation and return a certified copy to me at your earliest possible convenience.

Thanking you for your many courtesies.

Very truly yours,



Harold B. Haimowitz

Enclosure

**ARTICLES OF INCORPORATION
OF
USA RUSTBUSTERS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be *USA RUSTBUSTERS, INC.*, and its principal office shall be located at *4700 NW BOCA RATON BLVD., SUITE 201, BOCA RATON, FL 33431.*

**ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida and particularly the construction and repair of roofing systems.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, \$.01 par value per share.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

*Michael B. Trussell
4700 NW BOCA RATON BLVD., SUITE 201
Boca Raton, FL 33431*

**ARTICLE VI
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VII
INITIAL DIRECTORS**

The name and address of the initial Director of this Corporation is:

*Michael B. Trussell
4700 NW BOCA RATON BLVD., SUITE 201
Boca Raton, FL 33431*

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE VIII
INCORPORATOR**

The name of the person signing these Articles of Incorporation as the Incorporator is *Michael B. Trussell, and his address is 4700 NW BOCA RATON BLVD., SUITE 201, Boca Raton, FL 33431.*

**ARTICLE IX
INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

**ARTICLE X
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI
CONTROL SHARE ACQUISITIONS**

This corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on July 28, 2003.


Michael B. Trussell, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on July 28, 2003 by *Michael B. Trussell*, as Incorporator. *Michael B. Trussell* is personally known to me or has produced his driver's license as identification and did take an oath.



Steven J. Garcia
MY COMMISSION # CC889601 EXPIRES
December 4, 2003
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public
My commission expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

USA RUSTBUSTERS, INC., a Corporation existing under the laws of the State of Florida with its principal office at **4700 NW BOCA RATON BLVD, SUITE 201, BOCA RATON, FL 33431**, has named **Michael B. Trussell**, whose address is **4700 NW BOCA RATON BLVD, SUITE 201, BOCA RATON, FL, 33431**, as its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


Michael B. Trussell

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TALLAHASSEE, FLORIDA