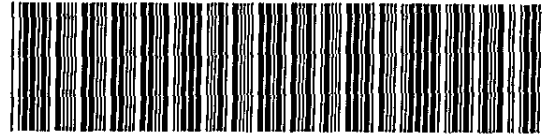


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MIAMI Roofing Systems Inc
752 GUNWISSER AVE
NORTH BAY VILLAGE, FL 33141



500023505805

(City/State/Zip/Phone #)

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**Articles of Incorporation
of
Miami Roofing Systems, Inc**

The undersigned for the purpose of forming a corporation under the laws of Florida, hereby adopt the following articles of incorporation.

Article I. Corporate Name

The name of the corporation is: Miami Roofing Systems, Inc

Article II. Nature of Business and Powers

The general nature of this business to be transacted by this corporation is to engage in any and all business permitted under law of the State of Florida for services and products of the roofing and construction business.

Article III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Two-Thousand (2,000) shares of common stock having a par value of One dollar (\$1.00) per share.

Article IV. Term of Existence

This corporation shall have perpetual existence commencing upon the filing of these articles.

Article V. Principal Address

The principal address of the corporation shall be:

7552 Buccaneer Avenue
North Bay Village, FL 33141

Article VI. Registered Agent

Name: Javier Martinez
Address: 7552 Buccaneer Avenue
North Bay Village, FL 33141

**Articles of Incorporation
of
Miami Roofing Systems, Inc**

Article VII. Initial Board of Directors

This corporation shall have One Director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than One (1). The names and addresses of the initial directors of the corporation are as follows:

Javier Martinez
7552 Buccaneer Avenue
North Bay Village, FL 33141

Roger Caro
945 - 79 Terrace
Miami, FL 33141

Article VIII. Indemnification

This corporation shall indemnify any Officer or Director, or any former officer or Director, to the fullest extent permitted by law.

Article IX. Amendment

These Articles of Incorporation may be amended in the manner provided by law.

Article X. Transfer of Stock

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares of the corporation at the net asset value thereof. Such offer shall be in writing signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make a satisfactory arrangement for the purchase of such shares, the stockholder shall have the right to dispose of his/her shares as he/she may see fit.

**Articles of Incorporation
of
Miami Roofing Systems, Inc**

Article XI. Incorporators

The name and address of the persons signing these articles of incorporation as incorporators are as follows:

Roger Caro – 50% Ownership
945 - 79 Terrace
Miami, FL 33141

Javier Martinez – 50% Ownership
7552 Buccaneer Avenue
North Bay Village, FL 33141

Article XII. By-Laws

The By-Laws of this Corporation may be created, amended, or changed by either the Shareholders or the Board of Directors, at any regular or duly scheduled special meeting.

Article XIII. Officers

President – JAVIER MARTINEZ
Vice-President – ROGER CARO

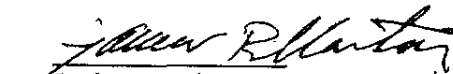
This corporation shall have, in addition to a President and Vice-President, such additional officers as may be created from time to time by and under the authorization of its By-Laws. Any person may hold two or more offices.

Executed by the undersigned at: Miami, FL. Oct .7, 2003.



Roger Caro

VICE President



Javier Martinez

President

State of Florida
County of Dade

Certificate and Acknowledgement of Registered Agent

Miami Roofing Systems, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

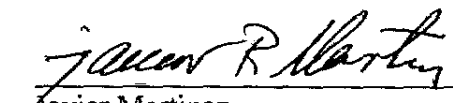
The above corporation, desiring to organize or qualify under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at

7552 Buccaneer Ave
North Bay Village, FL 33141

Has named Javier Martinez, as its registered agent to accept service of process within Florida.

Acknowledgment

Having been named registered agent to accept service in process for the above-stated corporation at the place designated in this certificate, Javier Martinez hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.


Javier Martinez

Date: 10-7-2003.

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