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EFFECTIVE DATE  
04/28/2004

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 FEB '2 PM 2:51

FILED

ALL PRO PROPERTY MAINTENANCE, INC.  
10580 Snug Harbor Road  
St. Petersburg, FL 33702

January 24, 2004

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

RE: AAA Weather Guard Roofing, Inc.

Dear Sir:

Enclosed are two originals of the Articles of Incorporation for a new corporation - AAA Weather Guard Roofing Inc. Also enclosed is a check in the amount of \$83.75 for the filing fees for this new corporation, including a Certificate of Status.

Thank you for your assistance in this matter.

Sincerely,



Larry Rozen

ARTICLES OF INCORPORATION

FOR

EFFECTIVE DATE

01/28/2004

AAA WEATHER GUARD ROOFING, INC.

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statute, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I  
NAME

The name and address of this Corporation shall be:

AAA Weather Guard Roofing, Inc.  
10580 Snug Harbor Road  
St. Petersburg, FL 33702

ARTICLE II  
PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III  
STOCK CLAUSE

The aggregate number of shares of stock which this corporation shall have authority to issue is 850 shares of common stock (each with a par value of \$1.00).

ARTICLE IV  
SUBSCRIBERS, INCORPORATIONS & DIRECTORS

The name and address of the subscriber and incorporator is:

Larry Rozen                      10580 Snug Harbor Road  
St. Petersburg, FL 33702

The name and address of the Director is:

Larry Rozen                      10580 Snug Harbor Road  
St. Petersburg, FL 33702

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## ARTICLE V INFORMAL SHAREHOLDER ACTION

The holder of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting as provided in Florida Statute 607.0704 and the bylaws.

## ARTICLE VI FUNDAMENTAL CHANGES

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation;
- (e) Issuance of any shares of any class, series or kind of stock (whether or not presently authorized), including treasury stock.

## ARTICLE VII DIRECTORS

A. The business of the corporation shall be managed initially by a Board consisting of one (1) director. The number of directors may be increased or decreased as provided in the bylaws, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not Stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own share of stock.

ARTICLE VIII  
EFFECTIVE DATE

The date that corporate existence shall begin is January 28, 2004. This election is pursuant to Florida Statute 607.0123.

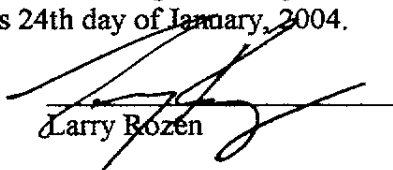
ARTICLE IX  
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this corporation is 10580 Snug Harbor Road, St. Petersburg, FL 33702. The name of the Registered Agent of this corporation is Larry Rozen, at the above office address.

ARTICLE X  
BYLAWS

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF the undersigned, being the incorporator, certifies to the truth of the facts herein stated, this 24th day of January, 2004.

  
Larry Rozen

ACCEPTANCE

I hereby accept appointment as Resident Agent of AAA Weather Guard Roofing, Inc., dated this 24th day of January, 2004.

  
Larry Rozen