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FLORIDA PROFIT CORPORATION OR P.A.**Bayside Roofing of Southwest Florida, Inc.**

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Articles of Incorporation
of
Bayside Roofing of Southwest Florida, Inc.
A Florida Corporation

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The undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation (the "Corporation") under Chapter 607 of the Florida Statutes.

1. **Name**

The name of the Corporation is Bayside Roofing of Southwest Florida, Inc. The Corporation's principal office address is located at 226 Homestead Road South, Unit B, Lehigh Acres, Florida 33936, and its mailing address is 447 Ridgecrest Drive, Punta Gorda, Florida 33982 in Lee County, Florida. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

2. **Nature of Business**

The Corporation is formed to engage or transact in any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida or any other state, country, territory or nation.

3. **Powers**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized.

4. **Capital Structure**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock having One Dollar (US\$1.00) par value per share.

5. **Term of Existence**

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida, and the Corporation shall have perpetual existence thereafter.

6. **Incorporator**

The name and address of the incorporator of these Articles of Incorporation are: Terry Morris, 447 Ridgecrest Drive, Punta Gorda, Florida 33982.

7. **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 447 Ridgecrest Drive, Punta Gorda, Florida 33982, and the name of the initial registered agent at such address is Terry Morris.

8. **Directors**

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with Bylaws adopted for the Corporation; provided, however, that Terry Morris shall be the sole member of the initial Board of Directors and shall serve until successors are duly elected and qualified and shall have all authority to complete the organization of the Corporation.

9. **Officers**

The Corporation shall have officers as provided in Bylaws adopted for the Corporation; provided, however, that the initial officers of the Corporation shall be as follows:

Title: P
Terry Morris
447 Ridgecrest Drive
Punta Gorda, Florida 33982

Title: VP
Gerad Morris
447 Ridgecrest Drive
Punta Gorda, Florida 33982

Title: VP
Curt Baughn
226 Homestead Road South
Unit B
Lehigh Acres, Florida 33936

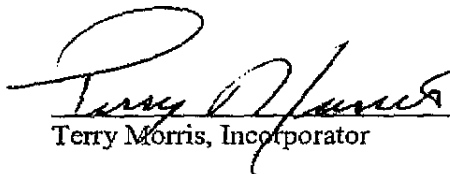
Title: S
Terry Morris
447 Ridgecrest Drive
Punta Gorda, Florida 33982

Title: T
Terry Morris
447 Ridgecrest Drive
Punta Gorda, Florida 33982

10. **Bylaws**

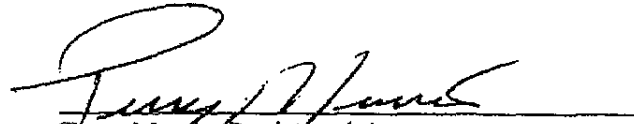
The Board of Directors shall provide such Bylaws for the conduct of the Corporation's business and for the carrying out of the Corporation's purposes as the Board of Directors may deem necessary from time to time.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on 2-18, 2005.


Terry Morris, Incorporator

Acceptance by Registered Agent

Having been named to accept service of process for Bayside Roofing of Southwest Florida, Inc., at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Terry Morris, Registered AgentDated: 2-18, 2005

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