

P05000135971

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JUDICIAL SEC. FLORIDA

05 OCT -3 PM 3:45

10/03/05

ROOF PROZ USA, INC.  
ARTICLES OF INCORPORATION

FILED  
05 OCT -3 PM 3:45

A CLOSE CORPORATION

CLERK OF STATE  
TALLAHASSEE, FLORIDA

FIRST

Mark S. Scanlan, whose address is 1541 Tommy Street, Pensacola, Florida 32534, being at least eighteen years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Florida.

SECOND

The name of the corporation (which is hereafter referred to as the "Corporation" ) is Roof Proz USA, Inc., a Close Corporation.

THIRD

The purposes for which the Corporation is formed are:

- (1) to repair and install roofs, and
- (2) to do anything permitted by the General Laws of the State of Florida.

FOURTH

The post office address of the principal office of the Corporation in this state is 1541 Tommy Street, Pensacola, FL 32534 . The name and address of the Registered Agent of the Corporation in this state is Mark S. Scanlan, 1541 Tommy Street, Pensacola, Florida 32534. Said Registered Agent is an individual actually residing in this state.

FIFTH

The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

## SIXTH

The number of Directors of the Corporation shall be One, which may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that;

- (1) If there is no stock outstanding, the number of Directors may not be less than one (1); and
- (2) If there is stock outstanding, and so long as there are less than Two (2) stockholders, the number of Directors may be One (1), but not less than the number of stockholders.

The name and address of the Director who shall act until the first annual meeting of the shareholders or until the successors are chosen and qualify is Mark S. Scanlan, 1541 Tommy Street, Pensacola, FL 32534.

## SEVENTH

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and stockholders:

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized;
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, restrictions and qualifications of, the dividends on, the terms and prices of redemption of, and the conversion rights of such shares.

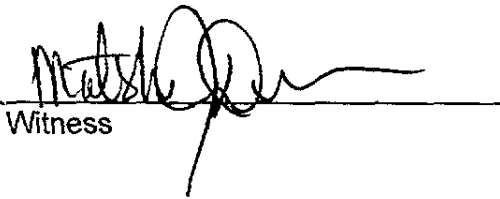
The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Articles of Incorporation, or constructed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the state of Florida now or hereafter in force.

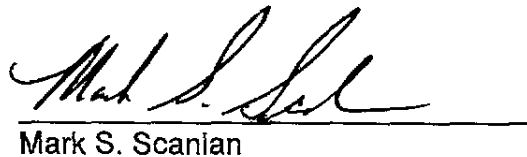
EIGHT

Except as may otherwise be provided by the Board of Directors, no holder of any share of stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instrument evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation as the incorporators of this Corporation, this 30<sup>th</sup> day of September, 2005, and I acknowledge the same to be my act.

Having been named as resident agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Witness

  
Mark S. Scanlan

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