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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
7/25/07

MRD
7/31

LARRY T. GRIGGS
ATTORNEY AT LAW, P.A.

1301 PLANTATION ISLAND DR. SOUTH, SUITE 202B
ST. AUGUSTINE, FLORIDA 32080

TELEPHONE (904) 471-5204
FAX (904) 460-7248

July 25, 2007

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Incorporating: All Pro Seamless Rain Gutters, Inc.

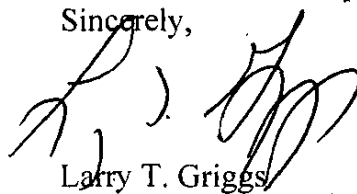
Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation of All Pro Seamless Rain Gutters, Inc. and a check payable to your office for the sum of \$78.75. Once the Articles are filed please mail me a certified copy.

Please note that pursuant to Section 607.0203, Florida Statutes, corporate existence shall commence on July 25, 2007.

Please contact me if you have any questions or if I may be of further assistance.

Sincerely,



Larry T. Griggs

LTG/klm
Enclosures: Articles of Incorporation, Check

**Articles of Incorporation
of
ALL PRO SEAMLESS RAIN GUTTERS, INC.**

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I

The name of the corporation is All Pro Seamless Rain Gutters, Inc.

ARTICLE II

DURATION OF THE CORPORATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

CORPORATE PURPOSE

The purpose of this corporation is for the engagement in the installation of gutters and any other such business activities as are necessary or incidental to the operation of the business, or any other lawful business.

ARTICLE IV

AUTHORIZED STOCK

The authorized stock of this corporation shall consist of 100 common shares at \$1.00 par value per share.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this

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corporation are to be at 237 Tradewind Lane, St. Augustine, Florida 32080.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

James Shelton shall be the initial registered agent to accept service of process with this State and the initial registered office shall be 237 Tradewind Lane, St. Augustine, Florida 32080.

ARTICLE VII

DIRECTORS

The number of directors constituting the initial board of directors is one (1). The number of directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one (1) nor more than six (6). The name and address of the initial director who shall hold office until his successors are elected and have qualified are as follows:

James Shelton
237 Tradewind Lane
St. Augustine, Florida 32080

ARTICLE VIII

INDEMNIFICATION

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be

reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the board of directors, who shall be shareholders of the corporation but not officers or directors, and any determination so made shall be prima facie evidence of the reasonableness of the amount fixed.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

ARTICLE IX

AMENDMENTS

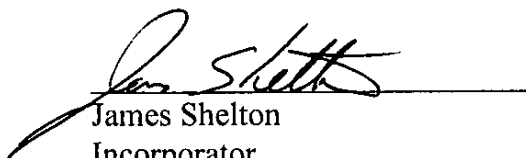
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to votes thereon, manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE X

CORPORATE COMMENCEMENT

Corporate existence shall commence on July 25, 2007, pursuant to Section 607.0203, Florida Statutes.

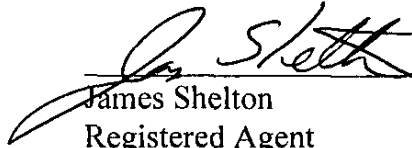
IN WITNESS WHEREOF, I have hereto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 25 day of July, 2007.


James Shelton
Incorporator
237 Tradewind Lane
St. Augustine, FL 32080

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, James Shelton, having been named as registered agent of All Pro Seamless Rain Gutters, Inc., accept service of process for the above-stated corporation at the place designated in this certificate, hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and I am familiar with and accept the duties and obligations of registered agent for said corporation pursuant to F.S. 607.0501(3).

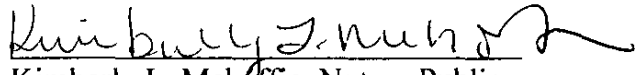
DATED this 25 day of July, 2007.


James Shelton
Registered Agent
237 Tradewind Lane
St. Augustine, FL 32080

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 25 day of July, 2007 by James Shelton. He is personally known to me or has produced a Florida Drivers License as identification and did take an oath.


Kimberly L. Mehaffie, Notary Public
State of Florida at Large