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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP 4/16/09

DARRYL P. FIGUEROA, ESQUIRE

ATTORNEY AT LAW
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PROSPERITY GARDENS
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PALM BEACH GARDENS, FLORIDA 33410

FAMILY and MARITAL LAW
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April 9, 2009

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

Re: **Incorporation of Riley Roofing, Inc.**

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-named corporation, together with my client's check in the amount of \$78.75 representing the total filing fee, wherein I would appreciate it if you would forward a certified copy of the Articles, once filed, to my attention in the self-addressed stamped envelope provided for your convenience.

Thank you for your kind attention and should you have any questions, please do not hesitate to contact me.

Sincerely,



DARRYL P. FIGUEROA

DPF/dnm
Enclosures

ARTICLES OF INCORPORATION

OF

RILEY ROOFING, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be RILEY ROOFING, INC.

ARTICLE II

PURPOSE

This Corporation is organized for the purpose of residential and commercial roofing contracting and other related services and lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall consist of 100 (one hundred) shares of common stock at no par value, and nonassessable.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and mailing address of this Corporation shall be 11216 Monet Woods Road, Palm Beach Gardens, Florida 33410.

The initial registered office of this Corporation shall be located at 11216 Monet Woods Road, Palm Beach Gardens, Florida 33410, and the name of the initial Registered Agent of this Corporation shall be Kevin P. O'Connell.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall initially have one (1) Director. The number of Directors may be changed from time to time by the By-Laws, but shall never be less than one (1). The

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PALM BEACH COUNTY, FLORIDA

names and addresses of the initial Directors are Kevin P. O'Connell, whose address is 11216 Monet Woods Road, Palm Beach Gardens, Florida 33410.

ARTICLE VI
SPECIAL PROVISIONS

The following special provisions shall govern this Corporation:

1. The time and place of the annual Shareholder's meeting and the annual Director's meeting shall be fixed and provided for in the By-Laws, and notice of same shall be given in one of the methods provided by law. Any Shareholder or Director may waive notice of the time, place and purpose of any meeting, either before, at, or after such meeting.

2. There shall be a President, Vice-President, Secretary and Treasurer of this Corporation, and such assistants as the Shareholder may, by resolution, determine to be necessary and/or as provided in the By-Laws. This Corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the Shareholder and/or in the By-Laws. Any person may hold two or more offices. The Shareholder may, at any time, by majority vote at a duly called and noticed meeting, declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, Director may, at any time, by majority vote at a duly called and noticed meeting, declare any office vacant or remove any officer and elect a successor thereto.

3. The Director may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

4. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

5. No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any

one or more of the Officers or Directors of the Corporation is or are interested in, or is an Officer or Director, or are Officers or Directors of such other corporations, and any Officer, Officers or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Officer, Officers or Directors of the Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or Corporation, and each and every person who may become an Officer or Director of this Corporation is hereby relieved from any liability that might otherwise exist from, thus contracting with the Corporation for the benefit of himself or any firm, association or Corporation which he may be in any way interested.

ARTICLE VII

OFFICERS

The officers of the Corporation who shall conduct the business of the Corporation during the first year of its existence, or until their successors are elected and qualified, shall be: Kevin P. O'Connell, President/Vice President/ Secretary/Treasurer.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

Kevin P. O'Connell
11216 Monet Woods Road
Palm Beach Gardens, Florida 33410

ARTICLE IX

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by

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STATE
TALLAHASSEE, FLORIDA

law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X

COMMENCEMENT

The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statutes Section 607.0203, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed to these Articles of Incorporation this 9th day of April, 2009.


KEVIN P. O'CONNELL, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

Before me, the undersigned authority, personally appeared KEVIN P. O'CONNELL, to be personally known and who has produced Fla. driver's license as Identification and to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal in the County and State aforesaid this 9th day of April, 2009.

My Commission Expires:



DARRYL P. FIGUEROA
Commission DD 645296
Expires June 28, 2011
Bonded Three Year Fidelity Insurance 800-835-7019


NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE

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TALLAHASSEE, FLORIDA


**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE
STATE, NAMING AGENT WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, and Section 607.0501, Florida Statutes, the following is submitted in compliance with said Statute.

First: That RILEY ROOFING, INC. desiring to organize under the law of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 11216 Monet Woods Road, Palm Beach Gardens, Florida 33410, has named KEVIN P. O'CONNELL, as its registered agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in such capacity, and agree to comply with the provisions of said Statutes relative to keeping open said office.



KEVIN P. O'CONNELL

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TALLAHASSEE, FLORIDA