

195000003517
 DEPARTMENT OF STATE
 STATE OF FLORIDA
 409 EAST GAINES STREET
 TALLAHASSEE, FL 32399
 FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
 1402 W FLAGLER ST
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 MIAMI FL 33135-0-0000
 CONTACT: RAY STORMONT
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(((H95000003517)))
 NAME: A-1 QUALITY ROOFING AND WATERPROOFING, INC.
 FAX AUDIT NUMBER: H95000003517
 DATE REQUESTED: 03/27/1996
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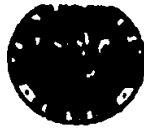
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 TALLAHASSEE, FLORIDA
 R.A. Acap
 1095-6712

03 MAR 28 AM 8:15
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MYR-28-1995 12:07 FROM EMPIRE CORP. KIT

TO

19849224000 P.01



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

March 28, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: A-1 QUALITY ROOFING AND WATERPROOFING, INC.
REF: M95000006762

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Axd. #: M95000003517
Letter Number: 495A00013894

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

A-1 QUALITY ROOFING AND WATERPROOFING, INC.

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with Section 607.0202, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation is:

A-1 QUALITY ROOFING AND WATERPROOFING, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in the practice of law permitted under the laws of the United States and of the State of Florida.

Jonathan H. Green
2400 S. Dixie Hwy, Ste 105
Miami, FL 33133
Fla Bar #307513
(305) 858-0008

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial registered and principal office of this Corporation in the State of Florida shall be:

JONATHAN H. GREEN
c/o Jonathan H. Green, P.A.
2400 South Dixie Highway, Suite 105
Miami, Florida 33133

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

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

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ARTICLE VII

INITIAL DIRECTOR

The name of the Initial Director of this Corporation and his street address is:

JONATHAN H. GREEN
c/o Jonathan H. Green, P.A.
2400 South Dixie Highway, Suite 105
Miami, Florida 33133

The person named as Initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator are:

JONATHAN H. GREEN
c/o Jonathan H. Green, P.A.
2400 South Dixie Highway, Suite 105
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 27 day of March, 1995.


JONATHAN H. GREEN, Incorporator

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STATE OF FLORIDA)
COUNTY OF DADE) SS.:

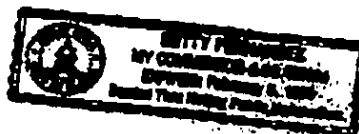
BEFORE ME, a Notary Public, personally appeared JONATHAN H. GREEN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 27 day of March, 1995

Boet L. S. S.
NOTARY PUBLIC
State of Florida At Large

(SEAL)

My Commission Expires:



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

Pursuant to Chapter 607.0501 Florida Statutes, the following is submitted in compliance with said Act:

That A-1 QUALITY ROOFING AND WATERPROOFING, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Article of Incorporation at Miami, County of Dade, State of Florida, has named JONATHAN H. GREEN located at 2400 South Dixie Highway, Suite 105, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

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

Dated this 27 day of March, 1995.


JONATHAN H. GREEN

FILED
95 MAR 28 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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