

KRUGLIAK, WILKINS, GRIFFITHS & DOUGHERTY CO., L.P.A.

ATTORNEYS AT LAW

PO 500026537

March 28, 1995

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TALLAHASSEE, FLORIDA  
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Secretary of State  
The Capitol  
Tallahassee, FL 32399-0250

RE: *Angler Roofing & Sheet Metal, Inc.*

Dear Sir/Madam:

Enclosed are the Articles of Incorporation of the above-referenced corporation along with the Certificate of Designation of Registered Agent and the \$70 filing fee. Please file the same and return to me in the envelope provided at your earliest convenience.

If you have any questions or comments, please contact me.

Very truly yours,

KRUGLIAK, WILKINS, GRIFFITHS  
& DOUGHERTY CO., L.P.A.

*Chris T. Vonderau*  
Chris T. Vonderau

CTV/emg  
Enclosures

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

4/4/95

*TS*

48696 LJS/emg

4775 MUNSON STREET NW • P.O. BOX 36963 • CANTON, OHIO 44735-6963 • 216-497-0700 • FAX 216-497-4020  
MASSILLON, OHIO • 216-832-3331

527 CITIZENS SAVINGS BUILDING • CANTON, OHIO 44702-1413 • 216-456-2422

960 WEST STATE STREET • SOCIETY SQUARE BUILDING • ALLIANCE, OHIO 44601-4685 • 216-823-9262 • FAX 216-821-2447

**ARTICLES OF INCORPORATION**

**OF**

**ANGLER ROOFING & SHEET METAL, INC.**

The undersigned, who is a citizen of the United States, desiring to form a corporation for profit, under the Florida Business Corporation Act, does hereby certify:

**FIRST.** The name of said Corporation shall be Angler Roofing & Sheet Metal, Inc.

**SECOND.** The mailing address of the Corporation is 1280 Section Line Trail, Deltona, Florida 32725.

**THIRD.** The purpose or purposes for which it is formed are:

To engage in any lawful act or activity for which corporations may be formed under the Florida Business Corporation Act.

**FOURTH.** The number of shares which the corporation is authorized to have outstanding shall be One Thousand (1000) Common Shares, all of which shall be without par value.

**FIFTH.** The street address of the corporation's initial registered office and the name of its initial registered agent at that office are as follows: Donald Sellers, 1280 Section Line Trail, Deltona, Florida 32725.

**SIXTH.** The name and address of each incorporator is as follows: Chester Wagoner, 326 South Cedar Street, Canton, Ohio 44730.

**SEVENTH.** The corporation reserves the right at any time, and from time to time, substantially to change its purposes in the manner now or hereafter permitted by statute. Any change of the purposes of the corporation, authorized or approved by the holders of shares entitling them to exercise the proportion of the voting powers of the corporation now or hereafter required by statute, shall be binding and conclusive upon every shareholder of the corporation as fully as if such shareholder had voted therefor; and no shareholder, notwithstanding that he may have voted against such change of purposes or may have objected in writing thereto, shall be entitled to payment of the full cash value of his shares.

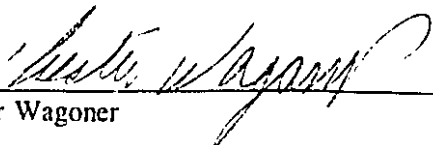
**EIGHTH.** This corporation shall have the power and authority, upon the affirmative vote of a simple majority of its Board of Directors, and without action by its shareholders, to purchase, hold, sell, transfer, reissue and cancel its own shares, provided it shall not use its funds or property for such purpose when such use would cause its assets to be less than its liabilities plus its stated capital, if any, or if the

corporation is insolvent, or if there is reasonable ground to believe that by such purchase or redemption it would be rendered insolvent, and further provided, that shares of its own Capital Stock belonging to it and held as Treasury Shares shall not be voted, directly or indirectly.

NINTH. At any time and from time to time, after the organization of the corporation, shares of its Capital Stock without par value may be issued, sold or subscribed for, for such consideration for each share and upon such other terms as may be fixed by the Board of Directors of the Corporation.

TENTH. No officer, director or shareholder of the corporation shall be disqualified by his office, membership or stock ownership from dealing or contracting with the corporation as a vendor, purchaser, employee, agent, or in any other similar or dissimilar capacity; nor shall any transaction, contract or act of the corporation be void or voidable or in any way affected or invalidated by reason of the fact that any such officer, director or shareholder of the corporation, any firm of which he may be a member or any other corporation of which he may be an officer, director or shareholder, is in any way interested in such transaction, contract or act, provided the interest of such officer, director or shareholder is disclosed to or known by the Board of Directors of the corporation, or such members thereof as shall be present at any meeting at which actions are taken upon any such transaction, contract or act. Neither shall such officer, director or shareholder be accountable or otherwise responsible to the corporation for or in connection with any such transaction, contract or act, or for any gains or profits realized by him by reason of the fact that he, any firm of which he is a member, or any other corporation of which he is an officer, director or shareholder, is interested in any such transaction, contract or act. Any such officer, director or shareholder, if he is a director, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action upon any such transaction, contract or act, and he may vote at such meeting to authorize, adopt, ratify or approve any such transaction, contract or act to the same extent as if he, any firm of which he is a member, or any other corporation of which he is an officer, director or shareholder, were not interested in such transaction, contract or act.

IN WITNESS WHEREOF, I have hereunto subscribed my name this  
13 day of March, 1995.

  
\_\_\_\_\_  
Chester Wagoner

INCORPORATOR

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ANGLER ROOFING & SHEET METAL, INC.


2. The name and address of the registered agent and officed is:

Donald Sellers  
(Name)

1280 Section Line Trail  
(P.O. Box or Mail Drop Box **NOT** acceptable)

Deltona, Florida 32725  
(City/State/Zip)

*Having been named as registered agent to and accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Donald Sellers

3-17-95  
(Date)