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2325 FIFTH AVENUE NORTH  
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April 24, 1995

Honorable Jim Smith  
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

500001466125  
-04/27/95--01023--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: American Eagle Roofing, Inc.

Enclosed is our check in the amount of \$122.50 together with  
Articles of Corporation regarding the above.

Kindly return a certified copy to the undersigned.

Very truly yours,

  
John L. Riley

JLR:cs

encs.

SAB  
5/2/95

FILED  
95 APR 26 AM 7:46  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AMERICAN EAGLE ROOFING, INC.

FILED  
95 APR 26 AM 7:46  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA

The undersigned, acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST

The name of the corporation is AMERICAN EAGLE ROOFING, INC.

SECOND

The period of duration of the corporation is perpetual.

THIRD

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH

The aggregate number of shares that the corporation shall have the authority to issue is one hundred (100) shares of Capital Stock with a value of One Dollar (\$1.00) per share.

FIFTH

The initial street address in Florida of the initial registered office of the corporation is 2325 Fifth Avenue North, St. Petersburg, FL 33713, and the name of the initial registered agent at such address is John L. Riley.

SIXTH

The initial board of directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Albert McClintic

6571 43rd St. N., #1705  
Pinellas Park, FL 34665

Kevin E. Knight

6571 43rd St. N., #1705  
Pinellas Park, FL 34665

EIGHTH

The names and addresses of the persons who shall serve as officers until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

Albert McClintic  
President  
Treasurer

6571 43rd St. N., #1705  
Pinellas Park, FL 34665

Kevin E. Knight  
Vice-President  
Secretary

6571 43rd St. N., #1705  
Pinellas Park, FL 34665

NINTH

The name and address of the initial incorporator is as follows:

| <u>Name</u>      | <u>Address</u>                                     | <u>No. of Shares</u> |
|------------------|--|----------------------|
| Albert McClintic | 6571 43rd St. N., #1705<br>Pinellas Park, FL 34665 | 100                  |

TENTH

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than two-thirds vote of the common stock.

ELEVENTH

The address of the principal office is 6571 43rd St. N., #1705, Pinellas Park, FL 34665.

IN WITNESS WHEREOF, the undersigned has executed these articles of incorporation at St. Petersburg, Florida, on the 24 day of APRIL, 1995.

  
\_\_\_\_\_  
Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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 AMERICAN EAGLE ROOFING, INC.
2. The name and address of the registered agent and office is:

John L. Riley, Esquire  
2325 Fifth Avenue North  
St. Petersburg, FL 33713

HAVING BEEN NAMED AS REGISTERED AGENT AND TO 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.

SIGNATURE \_\_\_\_\_

DATE April 24, 1995

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95 APR 26 AM 7:46  
STATE  
OF FLORIDA