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LAW OFFICES
JOHN M. WEINBERG, P.A.
1450 MADRUGA AVENUE
SUITE 302
CORAL GABLES, FLORIDA 33146

DAVID GLASSBERG
OF COUNSEL

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VIA CERTIFIED MAIL - RETURN RECEIPT REQUESTED

July 6, 1995

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-07/11/95--01030--013
****122.50 ****122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation of AMERICAN EAGLE
ROOFING AND CONSTRUCTION, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation and check in the amount of \$122.50 for the above referenced Florida corporation. Please return a stamped copy to me in the enclosed self-addressed stamped envelope.

Should you have any questions, please feel free to contact me.

Sincerely,

John Weinberg
John Weinberg

JW:cg
Encl..

JUL 13 1995 BSB

FILED
95 JUL 10 PM 1:04
TALLAHASSEE, FLA

ARTICLES OF INCORPORATION
OF

AMERICAN EAGLE ROOFING AND CONSTRUCTION, INC.

FILED
55 JUL 10 PM 4: 04

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.
Name

The name of this Corporation shall be AMERICAN EAGLE ROOFING AND CONSTRUCTION, INC.

ARTICLE II.
Address of Corporation

The mailing address and principal office location of the Corporation shall be:

13573 SW 39 Lane
Miami, Florida 33175

ARTICLE III.
Nature of Business

The general nature of the business and the activity to be transacted and carried on by this Corporation, is all roofing and construction work related.

ARTICLE IV.
Stock

The designation of shares, the authorized number of shares, and the par value of the capital stock of the Corporations shall be as follows:

<u>Designation of Class</u>	<u>Number of Shares</u>	<u>Per Value Per Share</u>
Common Stock	1000	\$.10 Par Value

The holders of the Common Stock shall have voting rights of one vote per share, except as otherwise provided by applicable law.

ARTICLE V.
Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

Mr. Ramon Alvarez
13573 SW 39 Lane
Miami, Florida 33175

ARTICLE VI
Term of Corporate Existence

This Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE VII
Address of Registered Office and Registered Agent

The street/mailling address of the initial registered office of this Corporation in the State of Florida shall be 1450 Madruga Avenue, Suite 302, Coral Gables, Florida, 33146. The name of the initial registered agent of the Corporation at the above address shall be John M. Weinberg, Esquire. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE IX.
Initial Board of Directors

The names and street addresses of the member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successors are elected, is as follows:

Mr. Ramon Alvarez
13573 SW 39 Lane
Miami, Florida 33175

ARTICLE X
Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE XI.
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XII.
Indemnification of Directors
and Officers

The Corporation shall indemnify any employee, Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the fullest extent permitted by law.

ARTICLE XIII.
Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

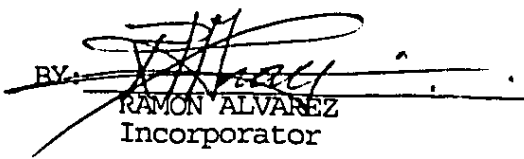
ARTICLE XIV.
Amendment

These Articles of Incorporation may only be amended by a two-thirds vote of the shareholders.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

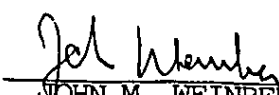
In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

AMERICAN EAGLE ROOFING AND CONSTRUCTION, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 1450 Madruga Avenue, Suite 302, Coral Gables, Florida, 33146, as its initial Registered Office and has named John M. Weinberg, Esquire, located at said address, as its initial Registered Agent.

BY: 

RAMON ALVAREZ
Incorporator

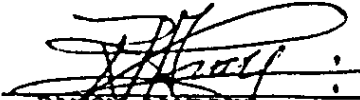
Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

BY: 

JOHN M. WEINBERG, ESQ.
Registered Agent

FILED
95 JUL 10 PM 4:04
TALLAHASSEE, FLORIDA

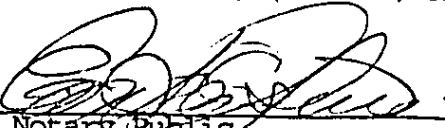
IN WITNESS WHEREOF, the undersigned, being the original
subscribing incorporator to the foregoing Articles of Incorporation
has hereunto set his hand and seal this _____ day of June, 1995.



RAMON ALVAREZ (SEAL)
Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was
acknowledged before me this 30 day of June, 1995, by RAMON
ALVAREZ who is personally known to me (YES) (NO) or who produced
_____ as identification and who (did) (did not) take
an oath.



Notary Public,
State of Florida at Large

EMILIO M. ESPINO
Notary Public, State of Florida
Printed Name of Notary Public
No. CC297007