

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8890
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

95 JAN - 2 PM 4:26

W95-24703

JAN - 2 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>RAK</u>	_____	_____	_____

WALK-IN Will Pick Up 1220 / 1200

RE: Gutters + Shutters
Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S.	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

RECEIVED
 95 DEC 20 PM 1:15
 DIVISION OF CORPORATIONS



RECEIVED

JAN -2 PM 12:46

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

December 20, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: GUTTERS & SHUTTERS, INC.
Ref. Number: W95000024703

We have received your document for GUTTERS & SHUTTERS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 695A00054829

CORRECTED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION 95 JAN -2 PM 4:26
OF
GUTTERS & SHUTTERS
OF THE TREASURE COAST, INC.

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be: **Gutters & Shutters OF THE TREASURE COAST, INC.**

ARTICLE II

The general nature of the business and the objectives and purposes proposed to be transacted and carried on are: to install seamless gutters, windows and other aluminum products, to do any and all things herein mentioned, as fully, and to the same extent as, natural persons might or could do, and all related activities, to have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced, to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated, to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets, to lend money to and use its credit to assist its officers and employees in accordance with Florida Statutes, to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations or other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof, to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any

of its property, franchises, and income, to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested, to conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state, to elect or appoint officers and agents of the corporation and define their duties and fix their compensation. To make and alter By-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation, to make donations for the public welfare or for charitable, scientific or educational purposes, to transact any lawful business which the board of directors shall find will be in aid of governmental policy, to pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plan for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries, to be a promoter, incorporator, partner, members, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise, to have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be assigned, issued and transferred only in accordance with such By-laws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the company.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series, as to that which such shareholder already holds, shall have the right to purchase the shareholder's pro rata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to other.

ARTICLE V

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The street address of the initial registered office of the corporation is 2127 Tenth Avenue, Vero Beach, Florida, 32960, and the name of the initial registered agent of the corporation at that address is Samuel A. Block.

ARTICLE VII

The principal place of business of the corporation is to be 6695 North U.S. 1, Vero Beach FL 32967, with the privilege of having branch offices at other places within or without the State of Florida as may be designated.

ARTICLE VIII

The names and addresses of the officers of this corporation who shall hold office for the first year or until their successors are chosen and have qualified are as follows:

NAME AND ADDRESS	OFFICE
Christopher D. Thomas 1116 - 7th Place Vero Beach FL 32962	President
James Peace 77th Street Vero Beach FL 32968	Secretary
Brian D. Kruger 1316 - 24th Avenue, S.W. Vero Beach FL 32962	Treasurer

ARTICLE IX

The business of the corporation shall be managed and its corporate powers exercised by a Board of Directors of not less than one (1) nor more than nine (9) directors, who shall be of full age

and at least one shall be a citizen of the United States. The directors need not be stockholders. The names and addresses of each member of the first Board of Directors are as follows:

NAME	ADDRESS
Christopher D. Thomas	1116 - 7th Place Vero Beach FL 32962
James Peace	77th Street Vero Beach FL 32968
Brian D. Kruger	1316 - 24th Avenue, S.W. Vero Beach FL 32962

ARTICLE X

The names and street addresses of the subscribers of this certificate of Articles of Incorporation and the number of shares of stock which each agree to take are as follows:

NAME AND ADDRESS	NO. OF SHARES
Samuel A. Block 2127 Tenth Avenue Vero Beach FL 32960	200 Shares
Magdalena M. Doherty 2127 Tenth Avenue Vero Beach FL 32960	200 Shares

ARTICLE XI

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

To make and alter the By-Laws of this corporation;

To fix the amount to be reserved as working capital over and above the paid-in capital stock of this corporation;

To borrow money for the use of the corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the By-Laws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its By-Laws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

ARTICLE XII

In case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XIII

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or person, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to,

or interest 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 a director of this corporation is hereby contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XIV

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:


- A. Any limitation or restraint upon the transferability, alienation or assignment of stock;
- B. Any limitation or restraint upon the encumbrance or pledge of stock;
- C. Any agreements conferring preemptive right of purchase upon stockholders as conditions precedent to the sale of any stock;
- D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and
- E. Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by By-Laws of the corporation.

ARTICLE XV

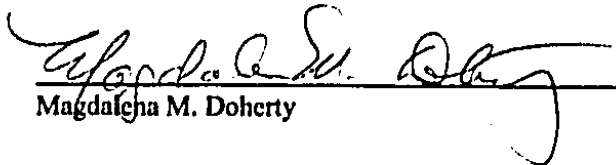
The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors, and officers are subject to this reserved power.

IN WITNESS WHEREOF, WE, the undersigned, being each and all of the original

subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida Law, do hereby make, subscribe, acknowledge and file this certificate, hereby jointly and severally declaring and certify the facts herein stated are true and that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, and do hereby respectively agree to take the number of shares of stock hereinbefore set forth and state, and accordingly we have set our hands and seals at Vero Beach, Indian River County, Florida, this 19th day of December, 1995.



Samuel A. Block



Magdalena M. Doherty

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

BE IT REMEMBERED that on this 19th day of December, 1995, personally appeared before me, a Notary Public of the State of Florida, Samuel A. Block and Magdalena M. Doherty parties to the foregoing certificate of Articles of Incorporation, and known to me personally as such, and jointly and severally acknowledged the said certificate to be the act and deed of each of them respectively, and that the facts therein stated are truly set forth, and that they have associated themselves together for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal at Vero

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -2 PM 4:26

Beach, Florida, on this the day and year last above written.

(SEAL)

Joann Lyons
Notary Public.



ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept process for the corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Samuel A. Block
Samuel A. Block, Registered Agent

Date: December 19th, 1995

P96 0000000326
SAMUEL A. BLOCK, P.A.

2127 Tenth Avenue
Vero Beach, Florida 32960
Telephone (407) 562-1600

Samuel A. Block
Attorney at Law

Telefax
(407) 562-1740

January 16, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Gutters & Shutters of the Treasure Coast, Inc.**

Gentlemen:

Enclosed please find the original and one copy of the *Statement of Change of Registered Office, or Registered Agent, or Both for Corporations*, for the above captioned corporation, together with this firm's checks. One in the amount of \$35.00 for filing fee and another check in the amount of \$52.50 for a certified copy.

Please return the certified copy of the *Statement of Change* evidencing your approval of same, after the Statement has been filed with your office.

Yours very truly,

Samuel A. Block
Encls.
cc: Christopher D. Thomas

sab/mmd

300001693243
-01/19/96--01061--004
*****35.00 *****35.00

300001693243
-01/19/96--01061--003
*****52.50 *****52.50

FILED
96 JAN 19 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Phdgy
RCS
1/22


**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of Sections 607.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is **Gutters & Shutters of the Treasure Coast, Inc.**
- 1b. Date of Incorporation: **January 2, 1996; Document Number P96000000326.**
2. The name and address of the current registered agent and office: **Samuel A. Block, 2127 Tenth Avenue, Vero Beach, Florida 32960.**
3. The name and address of the new registered agent and office (P.O. Box not acceptable): **Christopher D. Thomas, 6695 North U.S. 1, Vero Beach FL 32962.**

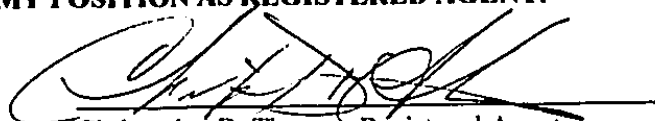
The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


Christopher D. Thomas, President

Date: January 2, 1996

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Christopher D. Thomas, Registered Agent

Date: January 2, 1996

Filing Fee: \$35.00