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ALAYON & PERLMAN

ATTORNEYS AND COUNSELLORS AT LAW
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RICHARD ALAN ALAYON (NY & FL)
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FACSIMILE
(305) 221-0321

January 11, 1996
~~December 7, 1995~~

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****122.50 ****122.50

Secretary of State
Attention: New Filings
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Prestige Roofing Corp.

Dear Sir or Madam:

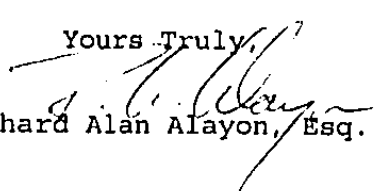
Enclosed please find an original and one copy of Articles of Incorporation of Prestige Roofing Corp.

Also enclosed is a check in the amount of \$122.50, covering the following costs:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Designation of Registered Agent Fee	\$35.00

Please file the enclosed Articles of Incorporation and return one certified copy to us in the enclosed self-addressed, stamped envelope.

Yours Truly,


Richard Alan Alayon, Esq.

Enclosure

AL JAN 11 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JAN 11 PM 4:41

96 JAN 11 PM 4:41

ARTICLES OF INCORPORATION
OF
PRESTIGE ROOFING CORP.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: PRESTIGE ROOFING CORP.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$.01	Common

ARTICLE V

The street address of the initial registered office of the

corporation shall be 2450 S.W. 137th Avenue, Suite 229, Miami, Florida 33175 and the initial registered agent of the corporation at that address shall be Alayon & Perlman, P.A., c/o Richard Alan Alayon, Esq.

ARTICLE VI

The principal office and mailing address of the registered office of the corporation shall be 2450 S.W. 137th Avenue, Suite 229, Miami, Florida 33175.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

<u>Name</u>	<u>Address</u>
Pedro Rodriguez	10905 S.W. 52nd Drive Miami, FL 33165

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

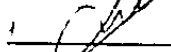
ARTICLE VIII

The name and address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Pedro Rodriguez	10905 S.W. 52nd Drive Miami, FL 33165

Executed at Miami, Florida on November 28, 1995.

Incorporator



ALAYON & PERLMAN, P.A., ATTORNEYS AT LAW, MIAMI, FLORIDA

ARTICLES OF INCORPORATION OF PRESTIGE ROOFING CORP.

Pedro Rodriguez

STATE OF FLORIDA)

COUNTY OF DADE)

ss.:

The foregoing instrument was acknowledged before me this 28th day of November, 1995 by Pedro Rodriguez, a resident of the State of Florida, residing at 1005 S.W. 55th Ave, APT 33165, who is personally known to me or who has produced an identification and who did (did not) take an oath.

[Signature]
Signature



Print (Notary's Name)
Notary Public, State of Florida

Notary Stamp:

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Prestige Roofing Corp., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.0505.

Alayon & Perlman, P.A.

By: [Signature]
Name: Edward Alayon, Esq.
Its: President

RECEIVED
STATE
CLERK
14:41 PM 11/28/95

ALAYON & PERLMAN, P.A., ATTORNEYS AT LAW, MIAMI, FLORIDA

ARTICLES OF INCORPORATION OF PRESTIGE POOLING CORP.

1. Name of the Corporation: Richard A. Cienfuegos Rodriguez, President of Prestige Pooling Inc.

ALAYON & PERLMAN, P.A., ATTORNEYS AT LAW, MIAMI, FLORIDA