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CONTACT: RAY STORMONT

PHONE: (305) 641-3694

FAX: (305) 641-3770

FAX: (904) 022-7000

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

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NAME: ROOFING USA, INC.

FAX AUDIT NUMBER: H06000001694

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ARTICLES OF INCORPORATION OF**ROOFING USA, INC.**

The undersigned incorporator of these Articles of Incorporation, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: ROOFING USA, INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is: 6101 Boca Colony Drive, W1421 Boca Raton, Florida 33433.

ARTICLE III - SHARES

The number of shares the corporation is authorized to issue is: Ten (10) shares of common stock.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at that office is: 3111 Stirling Road, Ft. Lauderdale, Florida 33312.

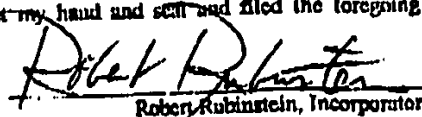
ARTICLE V - INCORPORATOR

The name and address of the incorporator is: Robert Rubinstein, 3111 Stirling Road, Ft. Lauderdale, Florida 33312.

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and filed the foregoing Articles of Incorporation as incorporator.


Robert Rubinstein, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being designated as the registered agent of the foregoing corporation, hereby accepts the appointment as a registered agent and states that the registered agent is familiar with, and accepts, the obligations of that position.


Robert Rubinstein, Registered Agent

Robert Rubinstein, Esq., Fla. Bar #545198
Becker & Poliakoff, P.A.
3111 Stirling Road
Ft. Lauderdale, FL 33312
(305) 987-7550

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