HICKS, BRAMS & SCHIER
UNITED NATIONAL BANK & BUILE 1080
1048 PALM BEACH LARED BOULEVARD

DANIEL J. BRAMB BTEVEN G. CALAMUBA JAMES H. HICKS' BRIAN T. BCHER

PARALEGALIA ROBIN II. MODLIN GENE E. OBUORNE JENNIFER A. WOODS

\*BOARD CERTIFIED CIVIL THAL LAWYER



May 31, 1996

WIST PAIM BRACH, PLORIDA 60401

000001850970 -06/04/96--01171--006 \*\*\*\*122.50 \*\*\*\*122.50

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Re: Roof Crafters, Inc.

Dear Sir:

Enclosed please find our firm check in the amount of \$122.50 which represents your fee for the filing of the enclosed original and one copy of the Articles of Incorporation regarding the above-referenced matter.

Should you have any questions or comments regarding this matter, please do not hesitate to contact me.

Very truly yours,

Daniel J. Brams

DJB/kjf

cc: Mr. Terry Urban

**Enclosures** 

#### ARTICLES OF INCORPORATION

OF

#### ROOF CRAFTERS, INC.

## ARTICLE I CORPORATE NAME

The name of this corporation is ROOF CRAFTERS, INC.

## ARTICLE II INITIAL PRINCIPAL PLACE OF BUSINESS

The corporation's initial principal place of business shall be 4612 South Dixie Highway, West Palm Beach, Florida 33405.

## ARTICLE III NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

# ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 200 shares of common stock having par value of \$1.00.

# ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

#### ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Brian T. Scher, Esquire 1645 Palm Beach Lakes Boulevard Suite 1050 West Palm Beach, Florida 33401

#### ARTICLE VII BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

## ARTICLE VIII INITIAL DIRECTOR

The name of the initial director of this Corporation and her street address is:

Susan Urban 4612 South Dixie Highway West Palm Beach, Florida 33405

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor is elected or appointed and have qualified, whichever comes first.

## ARTICLE IX OFFICERS

The officers of the Corporation shall consist of:

Susan Urban - President/Secretary/Treasurer Damon Galeassi - Vice-President

## ARTICLE X INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Kathy J. Frizzell HICKS, BRAMS & SCHER 1645 Palm Beach Lakes Boulevard Suite 1050 West Palm Beach, Florida 33401

## ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3/5/ day of May, 1996.

(Kathy) J. Frizzell (Kathy) J. Frizzell

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME personally appeared Kathy J. Frizzell, to me well known and known to me to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed same for the purposes therein expressed and who-produced as-identification-or-who is personally known to me.

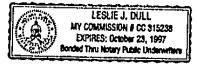
WITNESS my hand and official seal this 31st day of April, 1996.

NOTARY PUBLIC

Print Name:

State of Florida at Large

My Commission Expires:



# FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

ROOF CRAFTERS, INC. is desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Brian T. Scher, Esquire, at 1645 Palm Beach Lakes Boulevard, Suite 1050, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

#### ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office

Brian T. Scher Registered Agent

#### Rt.1, Box 380 Spottswood, Va. 24475 City/State/Zip Phone # Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. (Corporation Name) (Document #) 2. (Corporation Name) (Document #) 3. (Corporation Name) (Document #) (Corporation Name) (Document #) □ Walk in Pick up time Certified Copy Mail out Will wait Photocopy Certificate of Status NEW FILINGS AMENDMENTS Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger OTHER FILINGS REGISTRATION/: QUALIFICATION Annual Report Foreign Fictitious Name D WILM Limited Partnership Name Reservation Reinstatement Trademark Other Examiner's Initials CR2E031(1-95)

Florida Department of State, Sandra B. Mortham, Secretary of State

### OFFICER / DIRECTOR RESIGNATION

of ROOF CRAFT FRS TWC.

(Name of Corporation)

a corporation organized under the laws of the State of FLORID A

and affirm that the corporation has been notified in writing of the resignation.

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

June 14, 1996.

To: Roof Crafters Inc.

340 \$. 86th Terr.

Royal Palm Beach, F1.33411

From: Danon R. Galeassi

Rt. 1, Box 380

Spottswood, Va. 24475

I, Damon R. Galeassi, do hereby give notice of my resignation as V. President of Roof Crafters, Inc. I also forfeit all shares of any stock owned or registered in my name.

Signed: Damon R. Galeassi

Dan Dellace

Date:

6/14/97

ON JUN 19 PM 8: NO