

P9600005/432

FILED
96 JUN 14 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Box 6327
Tallahassee, FL 32314

200001803302
-005/17706--01026--005
***122.50 ***122.50

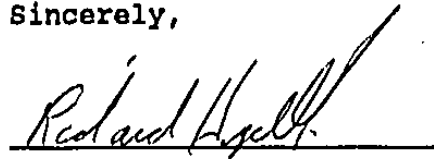
Gentlemen:

Enclosed are two copies of the Articles of Incorporation of
which are being submitted to your office for
incorporating a corporation for profit.

A check in the amount of \$122.50 (Filing Fees - \$35.00, Certificate
of Resident Agent - \$35.00, and Certified Copy of Corporate Charter
- \$52.50) is included for incorporation fees.

I will appreciate your filing these Articles of Incorporation in
the office of the Secretary of State.

Sincerely,


Richard H. Galt

Enclosures: 3

ARTICLES OF INCORPORATION
OF

Article I. Name

The name of this corporation is
Hysell Roofing Co. Inc.

Article II. Duration

This corporation shall exist perpetually.

Article III. Purpose

To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article IV. Capital Stock

This corporation is authorized to issue Fifteen Thousand (15,000) shares of Fifty Cent (\$0.50) par value common stock, which shall be designated "Common Shares".

Article V. Voting Rights

Except as otherwise provided by law, the entire voting power for election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI. Preemptive Rights

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

FILED
95 JUN 14 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VII. Initial Registered Office and Agent

The street address of the initial principal office of this corporation is: 13313 Menorah Dr. and the name of the initial registered agent at that address is: Richard J. Hyzell

Dated: 4-30-94 Accepted: Richard J. Hyzell

Article VIII. Initial Board of Directors

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than One (1). The names and addresses of the initial directors of this corporation are:

Richard J. Hyzell - PRESIDENT
13313 Menorah Dr.
Punta Gorda Fl. 33955

Tom Mast
4831 Westwood Dr.
Punta Gorda, Fl. 33982

Article IX. Incorporators

The names and addresses of the persons signing these articles are:

Richard J. Hyzell
13313 Menorah Dr.
Punta Gorda, Florida 33955

Article X. By Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

Article XI. Restrictions of Transfer of Stock

Shares of Capital Stock of this Corporation shall be issued initially to the following in the amount set opposite their names:

Richard J. Hyzell: 1,000 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which and the time within which shares may be offered and sold shall be further specified in writing among all of the shareholders and this corporation.

Article XII. Amendment

This Corporation Reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 7 day of June, 1996.

Richard H. H. H.

Thomas Mast

State of Florida
County of Charlotte

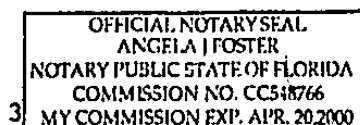
BEFORE ME, the undersigned, a Notary Public authorized to take acknowledgements in the State and County aforesaid, personally appeared _____ and _____ known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation for the purposes therein expressed.

1996. WITNESS my hand and seal this 7 day of June,

Angela Foster (SEAL)
Notary Public

My Commission Expires:

April 20, 2000



FDL H240758510LW3
M 236534630H