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LAW OFFICES  
SUSAN K. BAUMEL  
PROFESSIONAL ASSOCIATION  
750 SOUTH DIXIE HIGHWAY  
BOCA RATON, FLORIDA 33432

TELEPHONE (407) 394-5557

FACSIMILE (407) 394-9086

July 18, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

407 394 5557  
407 394 9086  
407 394 5557

Re: EMANUEL ROOFING, INC.

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 to cover fees as follows:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
Certified Copy	<u>52.50</u>

TOTAL: \$122.50

Please direct the certified copy of the Articles and any questions to the undersigned.

Sincerely,

SUSAN K. BAUMEL, P.A.

*E. Patrick Heeney*

E. Patrick Heeney  
Corporate Paralegal

Enclosures

FILED  
96 JUL 22 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

63 7/21/96

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ARTICLES OF INCORPORATION

96 JUL 22 AM 11:43

OF

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EMANUEL ROOFING, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is EMANUEL ROOFING, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at \$.01 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be 1820 Thomas St., Hollywood, Florida 33020. The name of the Corporation's initial registered agent is Emanuel Cazacu.

ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director is:

Name  
Emanuel Cazacu

Address  
1820 Thomas St.  
Hollywood, Florida 33020

The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

#### ARTICLE VI

The name and address of the incorporator is Emanuel Cazacu, 1820 Thomas St., Hollywood, Florida 33020.

#### ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

#### ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

#### ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.

#### ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

#### ARTICLE XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such

agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 18<sup>th</sup> day of July, 1996.

Emanuel Cazacu  
Emanuel Cazacu, Incorporator

STATE OF )  
COUNTY OF ) SS

The foregoing instrument was acknowledged before me by  
EMANUEL CAZACU this 18<sup>th</sup> day of July, 1996

CHECK ONE

       Personally known to me

✓ Provided identification as follows: Driver's license <sup>exp.</sup> 6/8/97

C 220-20062-208.0

Susan K. Baumel  
Notary Public



SUSAN K. BAUMEL  
MY COMMISSION # CC445077 EXPIRES  
March 14, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That EMANUEL ROOFING, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 1820 Thomas St., Hollywood, Florida 33020, has named Emanuel Cazacu located at 1820 Thomas St., Hollywood, Florida 33020, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
Emanuel Cazacu

96 JUL 22 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

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LAW OFFICES  
SUSAN K. BAUMEL  
PROFESSIONAL ASSOCIATION  
750 SOUTH DIXIE HIGHWAY  
BOCA RATON, FLORIDA 33432

TELEPHONE (407) 394-5557

FACSIMILE (407) 394-9086

July 31, 1996

Secretary of State  
Corporation Division  
409 East Gaines Street  
Tallahassee, FL 32399

Re: EMANUEL ROOFING, INC.

Dear Sir/Madam:

Enclosed are the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$87.50 for filing fees.

Please direct the certified copy and any questions to the undersigned.

Sincerely,

*Susan K. Baumel*

Susan K. Baumel

Enclosure

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-08/07/96--01060--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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FILED  
96 AUG 23 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 13, 1996

Susan K. Baumel, Esq.  
750 S. Dixie Hwy.  
Boca Raton, FL 33432

SUBJECT: EMANUEL ROOFING, INC.  
Ref. Number: P96000061851

We have received your document for EMANUEL ROOFING, INC. and your check(s) totaling \$87.50. 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) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 296A00038486

LAW OFFICES  
SUSAN K. BAUMEL  
PROFESSIONAL ASSOCIATION  
750 SOUTH DIXIE HIGHWAY  
BOCA RATON, FLORIDA 33432

TELEPHONE (561) 394-5557

FACSIMILE (561) 394-9086

August 21, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: EMANUEL ROOFING, INC.  
Ref. Number: P96000061851

Dear Corporate Specialist:

Enclosed please find the Articles of Amendment to the Articles of Incorporation of EMANUEL ROOFING, INC., dated July 18, 1996. These Articles were returned to our office because the name (ARCON INDUSTRIES, INC.) was unavailable.

This corporation is doing a simultaneous name change. Attached for your review are the Amended Articles of Incorporation for ARCON INDUSTRIES, INC. which has changed its name to JARCON INDUSTRIES, INC. a Florida corporation, filed August 8, 1996. I have enclosed a copy for your survey.

Please note that the two (2) above mentioned corporations are one of the same. EMANUEL ROOFING, INC. is attempting to be changed to ARCON INDUSTRIES, INC. (please see returned Articles). ARCON INDUSTRIES, INC. was changed to JARCON INDUSTRIES, INC. on August 8, 1996.

If you require additional information please feel free to contact this office at (561) 394-5557.

Thank you for your prompt attention to this matter.

Very truly yours,



Tracey A. Testa  
Corporate Legal Assistant

Enc: Amended Articles for EMANUEL ROOFING, INC.  
Copy of Amended Articles for ARCON INDUSTRIES, INC.

ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
EMANUEL ROOFING, INC.

Pursuant to the Florida Statutes, the Articles of Incorporation of EMANUEL ROOFING, INC. are hereby amended pursuant to a written consent in lieu of a meeting executed by the holders of all the Corporation's common stock and all the Corporation's Directors on the 16th day of July, 1996, as follows:

1. The name of the Corporation is EMANUEL ROOFING, INC.

2. ARTICLE I is hereby amended to read as follows:

The name of this corporation is ARCON INDUSTRIES, INC.

3. The Amendment was adopted by the Shareholders and Directors on the 10th day of July, 1996.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment to the Articles of Incorporation this 10th day of July, 1996.

  
Emanuel Cazacu, President

FILED  
95 AUG 23 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JOINT CONSENT RESOLUTION  
TO CHANGE THE NAME OF THE CORPORATION  
TO ARCON INDUSTRIES, INC.

Pursuant to the Florida Statutes, the Board of Directors and Shareholders of EMANUEL ROOFING, INC. hereby take the following action in lieu of meeting therefor, and all statutory or by-law requirements pertaining to the time, manner and place of same are hereby waived:

WHEREAS, the Corporation desires to change the name of the Corporation from EMANUEL ROOFING, INC. to ARCON INDUSTRIES, INC.

NOW, THEREFORE, let it be,

RESOLVED, that the Articles of Incorporation be amended to reflect the name change of the corporation from EMANUEL ROOFING, INC. to ARCON INDUSTRIES, INC.

FURTHER RESOLVED, that the proper Officers of the Corporation be, and they hereby are, authorized and directed to execute all such documents and take all such action as such Officers in their discretion deem necessary or appropriate to carry out the intent and purpose of the foregoing Resolution.

IN WITNESS WHEREOF, the undersigned have executed this Resolution this 18<sup>th</sup> day of July, 1996.

  
Emanuel Cazacu, President

FILED  
96 AUG 23 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA