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Olivia M. Kendrick
Certified Legal Assistant

July 26, 1996

VIA FEDERAL EXPRESS

Corporate Information Products
ATTORNEYS' TITLE INSURANCE FUND, INC.
Leon Branch/Attn: Barbara Keyes
660 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

*Return to
DLW ASAP*

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-0729796--01023--024
*****0.00 *****70.00

FILED
56 JUL 29 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: UNITED ROOFING CONTRACTORS, INC., a Florida corporation - Articles of
Incorporation/Fund No. 15094

Dear Barbara:

Please find enclosed Articles of Incorporation for UNITED ROOFING CONTRACTORS, INC., a Florida corporation. Please file these upon receipt, there is an extra copy of the documents for stamping and return by your regular route. This must be filed upon receipt.

Please find enclosed this firm's check in amount of \$70.00 for secretary of state fees and please bill us for your fee for processing this incorporation filing.

Please call upon filing of the enclosed documentation with the document number. Also, call if you have any problem with accomplishing the filing of this incorporation upon receipt.

Sincerely,

Lois M. Kasischke
Lois M. Kasischke, Legal Assistant to
Drennen L. Whitmire, Jr.

DLW/lmk
Enclosures as stated

RECEIVED
58 JUL 29 PM 1:04
DIVISION OF CORPORATION

D. BROWN JUL 29 1996

**ARTICLES OF INCORPORATION
OF
UNITED ROOFING CONTRACTORS, INC.,
a Florida corporation**

FILED
96 JUL 29 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is UNITED ROOFING CONTRACTORS, INC.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 500 S. Australian

Avenue, Clearlake Plaza - Suite 800, West Palm Beach, Florida 33401, and the registered agent is Peter J. Malecki. The initial street address and mailing address of the corporation is 4787 Concordia Lane, Boynton Beach, Florida 33436.

Article VI

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one

(1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Jeffery P. Saucier	4787 Concordia Lane Boynton Beach, Florida 33436

Article VII

Incorporators

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

<u>Name</u>	<u>Address</u>
Peter J. Malecki	500 S. Australian Avenue Clearlake Plaza - Suite 800 West Palm Beach, Florida 33401

Article VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article IX

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of July, 1996.



PETER J. MALECKI
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

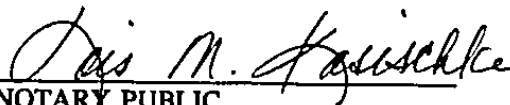
Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared PETER J. MALECKI, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26 day of July, 1996.



OFFICIAL SEAL
LOIS M. KASISCHKE
My Commission Expires
Dec. 27, 1996
Comm. No. CC 247647

(NOTARIAL SEAL)



NOTARY PUBLIC

Printed Name of Notary: _____

Commission No.: _____

Commission Expiration: _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

UNITED ROOFING CONTRACTORS, INC.

2. The name and address of the registered agent and office is:

PETER J. MALECKI

(NAME)

500 S. Australian Avenue, Clearlake Plaza - Suite 800

(STREET ADDRESS)

West Palm Beach, Florida 33401

(CITY/STATE/ZIP)

FILED
96 JUL 29 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: 

PETER J. MALECKI

TITLE Incorporator

DATE July²⁶, 1996

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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



PETER J. MALECKI

DATE July²⁶, 1996

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