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FRANK J. ALOIA

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(941) 542-9582

August 9, 1996

Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

800001820718
-08/13/96--01144--0004
***122.50 ***122.50

RE: Professional Roofing of S.W. FLA., Inc.

Dear Sir:

With regard to the above matter, please find enclosed original and one copy of Articles of Incorporation which I would appreciate your filing. I also enclose my client's check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	\$ <u>35.00</u>
Total	\$122.50

Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,

Frank J. Aloia
FRANK J. ALOIA
FJA:djb
Enc.

W96-17152

AL AUG 26 1996

FILED
96 AUG 26 PM 3:35
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

August 15, 1996

FRANK J. ALOIA
P.O. BOX 538
CAPE CORAL, FL 33910

SUBJECT: PROFESSIONAL ROOFING OF S.W. FLA., INC.
Ref. Number: W96000017152

We have received your document for PROFESSIONAL ROOFING OF S.W. FLA., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 596A00038974

8/19/96: I am returning the Articles of Incorporation. Please see ARTICLE VII for the information set forth above. Thank you for your assistance.

Frank J. Aloia

ARTICLES OF INCORPORATION

OF

PROFESSIONAL ROOFING OF S.W. FLA., INC.

91 AUG 26 PM 3:35

The undersigned, does hereby execute these Articles of Incorporation for the purpose of becoming a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

(Name)

The name of this corporation shall be: PROFESSIONAL ROOFING OF S.W. FLA., INC.

ARTICLE II

(Duration)

The corporation is to commence its corporate existence on the date of filing these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

(Purpose)

The general nature of the business to be transacted by this corporation is as follows:

To manufacture, purchase, sell, and deal in, apply, lay, construct, install, and repair roofing, whether of tin, cooper, or other metal, slate, wood, tile, paper, tar, slag, gravel, composition, or other substance, and all kinds of roofing materials

and supplies, cornices, ventilators, smoke pipes and stacks, dust collectors, leaders, gutters, valleys, and all parts and things used in the construction of buildings; to manufacture, work and deal in sheet metal and cooper and all things made wholly or partly therefrom.

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

ARTICLE IV

(Stated Capital)

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V

(Preemptive Rights)

Every Shareholder, upon the sale for cash of any new

stock of this corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

(Board of Directors)

All corporate powers shall be exercised by and under the authority of, and the business affairs of the corporation shall be managed under the direction of, the Board of Directors.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

The name and street address of the members of the first Board of Directors, the President, Vice President, Secretary and Treasurer who, subject to the Bylaws of the Corporation, shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

NAME	ADDRESS	POSITION
JOSEPH J. PLACHER	1902 SE 13th Street Cape Coral, FL 33990	President/Secretary/ Treasurer

ARTICLE VII

(Principal Office, Initial Registered and Registered Agent)

The principal office and mailing address of this corporation is 1902 SE 13th Street, Cape Coral, Florida 33990.

The street address of the initial registered office of the corporation is 1902 SE 13th Street, Cape Coral, Florida 33990, and the name of the initial Registered Agent of this corporation at such address is JOSEPH J. PLACHER.

ARTICLE VIII

(Incorporator)

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

JOSEPH J. PLACHER
1902 SE 13th Street
Capo Coral, FL 33990

ARTICLE IX

(Bylaws)

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X

(Amendment)

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE XI

(Special/Regular Meetings)

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of 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 XII

(Miscellaneous)

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

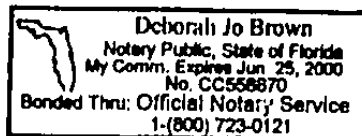
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


JOSEPH J. PLACHER

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JOSEPH J. PLACHER, who is personally known to me and who, without an oath, executed the foregoing instrument and acknowledged before me the execution thereof.

WITNESS my hand and official seal this 9th day of August, 1996.




Notary Public

ACCEPTANCE BY REGISTERED AGENT

JOSEPH J. PLACHER, Registered Agent, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, hereby accepts

to act in this capacity and agrees to comply with the provisions of
said Act relative to keeping open said office.


JOSEPH J. PLACHER

FILED
96 AUG 26 PM 3:35
RECEIVED
FBI - BOSTON