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Miami, Florida 33125

ALBERT P. ROSILLO
ALBERT ROSILLO, JR.

TELEPHONE (305) 643-4010
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September , 1996

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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-09/16/96--01060--005
+++122.50 +++122.50

RE: R.N. PALMER ROOFING FLORIDA, INC.

Gentlemen:

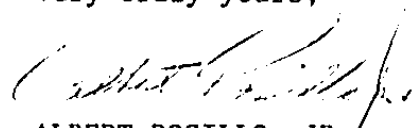
Enclosed please find Articles of Incorporation for the above corporation, as well as Verified Statement signed by Robert N. Palmer, which is self-explanatory.

I also take this opportunity to send you check for \$122.50, to cover the following:

Filing Fee.....\$ 35.00
Certified Copy.....\$ 52.50
Registered Agent Designation... 35.00

Thank you for your cooperation in this matter. . . .

Very truly yours,


ALBERT ROSILLO, JR.

AR:mm
enclosures

FILED
96 SEP 16 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AB 9/17

VERIFIED STATEMENT

TO WHOM IT MAY CONCERN:

Please be advised that I am trying to incorporate under the name of R.N. PALMER ROOFING FLORIDA, INC. I am aware that there is a Florida Corporation with the name R.N. PALMERS ROOFING CO.

I am the owner of R.N. PALMERS ROOFING CO., having incorporated same on December 21, 1984, and assigned Charter Number H35488.

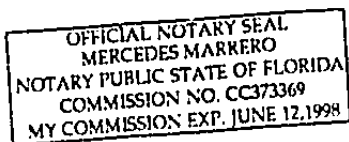
Therefore, I will be the owner of both corporations, to-wit: R.N. PALMER ROOFING FLORIDA, INC. and R.N. PALMERS ROOFING CO.


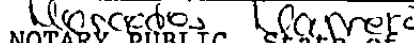


ROBERT N. PALMER

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me, this 11 day of September, 1996, by ROBERT N. PALMER, who is personally known to me and who did/did not take an oath.



NOTARY PUBLIC, State of Florida
at Large

ARTICLES OF INCORPORATION
OF
R.N. PALMER ROOFING FLORIDA, INC.

FILED
96 SEP 16 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATORS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be: R.N. PALMER ROOFING FLORIDA, INC.

ARTICLE II
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE III
PURPOSE

The General purpose or nature of business for which this Corporation is organized shall be:

1. To carry on and conduct the business of general roofing contractors in the construction, repair and replacement of roofs of every kind and nature, and of making, performing, and discharging contracts thereof or relating thereof as contractor or subcontractor, and all allied and interdependent lines of business.

2. To conduct a business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real estate and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

3. To contract debts, borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness, as required.

4. To purchase the corporate assets of any other corporation, engage in the same or similar character of business.

5. To guarantee, endorse, purchase, hold, sell, transfer, pledge, mortgage or otherwise acquire or dispose of the shares, of the capital stock, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

6. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this Corporation shall have outstanding at any time shall be one hundred (100) shares which shall all be common stock of no par value.

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in property, real or personal, or in services, at a true valuation thereof.

ARTICLE V

PREEMPTIVE RIGHTS

If the capital stock of this Corporation is increased and new shares of stock are issued, the holder of original stock shall be entitled to subscribe to the new issue in preference to non-holders and on equal terms with other holders of the original stock in the proportion that the number of the original shares held by him bear to the total outstanding number of the original shares.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Agent of this Corporation is: ROBERT
N. PALMER and the street address of the _____
Corporation's initial Registered Office in the State of Florida is: _____
17121 N.W. 2nd Court, Miami, Florida 33169

The Corporation's principal office and the mailing address are: _____
17121 N.W. 2nd Court, Miami, Florida 33169

The directors may, from time to time, by majority vote, move the principal office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation shall be two (2) and the name and address of each person who is to serve as a member thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT N. PALMER	17121 N.W. 2nd Court Miami, Florida 33169
SUYAPA PALMER	17121 N.W. 2nd Court Miami, Florida 33169

ARTICLE VIII

INCORPORATORS

The name and post office address of the Incorporators of these Articles of Incorporation are:

NAME

ADDRESS

ROBERT N. PALMER

17121 N.W. 2nd Court
Miami, Florida 33169

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the following manner:

a. The Board of Directors shall adopt the resolutions setting forth the proposed Amendment and, if shares have been issued, directing that it be submitted to a majority vote at a meeting of shareholders, which may be either the annual or a special meeting. If no shares have been issued, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adopting by shareholders shall not apply.

b. By all of the Directors and all of the stockholders of the Corporation eligible to vote signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, ROBERT N. PALMER, having been named to accept service of process for R.N. PALMER ROOFING FLORIDA, INC.
a Florida Corporation, at the place designated herein, do hereby accept to act

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



ROBERT N. PALMER

IN WITNESS WHEREOF, the undersigned Incorporators have set their hands and seals thereto, this 11 day of September, 1996.



ROBERT N. PALMER

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, ROBERT N. PALMER

to me known to be the persons described as Incorporators in, and who executed the foregoing Articles of Incorporation, and they acknowledged before me, that they subscribed to these Articles of Incorporation.

WITNESS my hand and seal, this 11 day of September, 1996.



NOTARY PUBLIC, State of Florida at
Large

My commission expires:

