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FRANCIS E. HERCE, III
PETER N. SMITH
DAVID B. TAYLOR
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*ALSO MEMBER OF GA BAR
*ALSO MEMBER OF CT BAR

October 21, 1996

P960008839/

Secretary of State
State of Florida
Corporation Dept.
Tallahassee, FL 32399-0250

RECEIVED
OCT 24 1996
TALLAHASSEE, FL
44444 24 1996 44444 24 1996

Re: Articles of Incorporation of
Top Quality Roofing Company

Dear Ladies/Gentlemen:

Enclosed for filing are Articles of Incorporation, along with
Certificate of Designation Resident Agent/Registered Office. Also
enclosed is our check in the amount of \$78.75 for the following:

Filing Fees:	\$35.00
Registered Agent Designation:	35.00
Certificate of Status:	8.75.

Thank you for your assistance in this matter.

Sincerely,

J. Brian Baird
J. Brian Baird

JBB/xk
Encls.

FILED
96 OCT 24 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7/1/98

ARTICLES OF INCORPORATION
OF
TOP QUALITY ROOFING COMPANY

FILED
96 OCT 24 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator, for the purpose of forming a Corporation under the laws of the State of Florida, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of this Corporation is TOP QUALITY ROOFING COMPANY

ARTICLE II

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 7500 shares of of class "A" common stock having a par value of \$1.00 per share. The Class "A" common stock shall be divided into 5,000 voting shares and 2,500 non-voting shares.

ARTICLE IV

The street address of the initial registered office of this Corporation is 225 East Robinson Street, Suite 450, Orlando, Florida, 32801, and the name of the initial registered agent of this Corporation at that address is J. BRIAN BAIRD.

ARTICLE V

The street address of the principal place of business of this Corporation is 7009 Tallow Tree Lane, Orlando, Florida 32835, and the mailing address of this Corporation shall be 7226 West Colonial Drive, Suite 288, Orlando, FL 32818-6731.

ARTICLE VI

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

<u>Name</u>	<u>Address</u>
Angela Sandbrink	7009 Tallow Tree Lane Orlando, Florida 32835

ARTICLE VII

This Corporation shall have one (1) Director initially. The number of Directors of this Corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the Directors, but shall never be less than one (1). The name and address of the initial member of the Board of Directors who shall hold office until a successor is duly elected and has qualified is:

<u>Name</u>	<u>Address</u>
Angela Sandbrink	7009 Tallow Tree Lane Orlando, Florida 32835

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation,

or any amendment hereto, and any right conferred on shareholders herein is granted subject to this reservation.

ARTICLE IX

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation or any warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

I, the Incorporator of this Corporation, have executed these
Articles of Incorporation this 21 day of Oct., 1996.

Angela Sandbrink
Angela Sandbrink

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged
before me this 21st day of OCTOBER, 1996, by Angela
Sandbrink who has produced a drivers licenses as identification and
did not take an oath.

(SEAL)

Emmeline B. Burt
Notary Public - State of Florida

My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501, 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 TOP QUALITY ROOFING COMPANY
2. The name and street address of the registered agent and office is J. BRIAN BAIRD, 225 East Robinson Street, Suite 450, Orlando, Florida 32801.

Angela Sandhill
Signature

President
Title

Oct. 26, 1996
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Brian Baird
Signature

Oct 24, 1996
Date

FILED
96 OCT 24 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA