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A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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TALLAHASSEE, FLORIDA

OF COUNSEL
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November 1, 1996

Corporate Records Bureau
Division of Corporation
DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, FL 32314

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-11/06/96--01046--002
****122.50 ****122.50

RE: ALLIED ROOFING AND WATERPROOFING, INC.

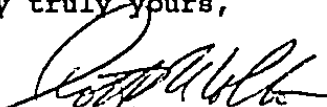
Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above-named corporation for profit, together with our firm check in the amount of \$122.50 to cover the following:

Filing fee	\$35.00
Registered Agent Designation	35.00
Certified copy of Articles	<u>52.50</u>
TOTAL	\$122.50

Please file the original Articles of Incorporation and return the certified copy to my attention at the above address. A stamped, addressed envelope is enclosed for your convenience.

Very truly yours,


Scott M. Colton

SMD:jg
Encs.

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ARTICLES OF INCORPORATION
OF

ALLIED ROOFING AND WATERPROOFING, INC.

The undersigned subscriber, being a natural person, being competent to contract, hereby files the following Articles of Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be ALLIED ROOFING AND WATERPROOFING, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "common shares".

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of this corporation is: 10198 Yeoman Lane, Royal Palm Beach, FL 33411, and the mailing address of this corporation is: the same.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 10198 Yeoman Lane, Royal Palm Beach, FL 33411, and,

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the name of the initial registered agent of this Corporation at such address is SAM DEAN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of this Corporation is:

SAM DEAN 10198 Yeoman Lane
Royal Palm Beach, FL 33411

ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the stockholders or the directors.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X - PREEMPTIVE RIGHTS

Every stockholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of any fractional shares) at the price at which it is offered to others.

ARTICLE XI - INCORPORATOR

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

SAM DEAN 10198 Yeoman Lane
Royal Palm Beach, FL 33411

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28 day of October, 1996.

Sam Dean
SAM DEAN
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized in the State and County aforesaid, personally appeared SAM DEAN, who is personally known to me and who is known to be the person who executed the foregoing Articles of Incorporation as Incorporator.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of October, 1996.

Sara Lou Hughes
Notary Public, State of Florida at Large

(Print or type name of Notary)

SARA LOU HUGHES

My commission No.:
My commission Expires:



SARA LOU HUGHES
My Commission CC509497
Expires Nov. 13, 1999

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

In compliance with §48.091, Florida Statutes, the following is submitted:

1. That ALLIED ROOFING AND WATERPROOFING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Royal Palm Beach, County of Palm Beach, State of Florida, has named SAM DEAN, located at 10198 Yeoman Lane, Royal Palm Beach, FL 33411, as its Registered Agent to accept service of process within Florida.

By: _____

Sam Dean

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named 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.

DATED this 28 day of October, 1996.

Sam Dean

Registered Agent

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