

P96000092662

St. James Roofing, Inc.
1302 Caribbenn Way
Lantana, Florida 33462
(561) 586-9336

October 31, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32413

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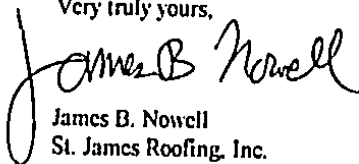
RE: St. James Roofing, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.5

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


James B. Nowell
St. James Roofing, Inc.

Mailing Address of Corporation:

1302 Caribbean Way
Lantana, Florida 33462

(561) 586-9336

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 NOV -7 AM 10:26

cc 11/13/96

ARTICLES OF INCORPORATION

of

St. James Roofing, Inc.
(name of corporation)

FILED
SECRETARY OF STATE
FLORIDA CORPORATIONS

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

St. James Roofing, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five hundred shares (500) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	James B. Nowell		
ADDRESS	1302 Caribbean Way		
CITY	Lantana	FLORIDA	ZIP 33462

The principal office, if known, or the mailing address of the corporation is:

NAME	St. James Roofing, Inc.		
ADDRESS	1302 Caribbean Way		
CITY	Lantana	FLORIDA	ZIP 33462

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	James B. Nowell		
ADDRESS	1302 Caribbean Way		
CITY	Lantana	STATE Florida	ZIP 33462
NAME	Dennis A. Mc Mahon		
ADDRESS	964 Sage Ave		
CITY	Wellington	STATE Florida	ZIP 33414
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing the Articles of Incorporation are as follows:

NAME	James B. Nowell		
ADDRESS	1302 Caribbean Way		
CITY	Lantana	STATE	Florida ZIP 33462
NAME	Dennis A. McMahon		
ADDRESS	964 Sage Ave		
CITY	Wellington	STATE	Florida ZIP 33414
NAME			
ADDRESS			
CITY		STATE	ZIP

THIS INCORPORATION TO BECOME EFFECTIVE ON JANUARY 1, 1997
 IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this First
 day of November, 19 96.

James B. Nowell (Seal)
Dennis A. McMahon (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 NOV -7 AM 10:26

St. James Roofing, Inc.

(name of corporation)

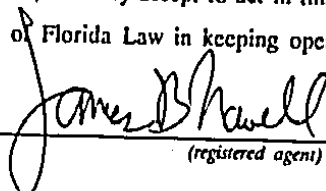
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1302 Caribbean Way
Lantana, Florida 33462

has named James B. Nowell
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)