

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 96 DEC 11 PM 12:47
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL DEC 11 1996

REQUEST TAKEN CONFIRMED APPROVED
 DATE 12/11
 TIME _____ CK No. _____
 BY _____

WALK-IN
 Will Pick Up 10:00 [Signature]

RE: The Pereda Roofing Company, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express SM		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
THE PEREDA ROOFING COMPANY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. NAME The Name of the corporation is:

THE PEREDA ROOFING COMPANY, INC.

2. DURATION This corporation shall have perpetual existence unless dissolved according to law and its existence shall commence on the date of the filing of these Articles.

3. PURPOSE This corporation is organized for the purpose of providing roofing contracting work, including, but not limited to the installation of new roofs and the repair and replacement of existing roofs; and to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes here above set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation.

4. POWERS Subject to any specific written limitations or restrictions imposed by statute or by this Certificate of Incorporation, and solely in furtherance of, but not in addition to the limited purposes set forth in Section 3 of this, Article, the Corporation shall have and exercise all the powers expressly granted to in under the laws of the State of Florida, now or hereafter in effect, except as limited herein, and in addition, the following specific powers.

(1) CAPACITY TO ACT

To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary,

convenient or expedite to accomplish the purpose set forth in Section 3 of this Article, and such as are not repugnant to law.

(2) TO APPOINT OFFICERS; AGENTS

To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

(3) TO ACT AS AGENT

To act in any state, territory, district, or possession of the United States, and/or in any foreign country, in the capacity as agent or representative to any individual, association, corporation, or other legal entity, respecting any business, the purpose of which is familiar to the purpose set forth in Section 3 of the Article.

(4) TO DEAL IN REAL PROPERTY

To purchase, exchange, lease, hire or otherwise acquire, hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever situated, and any interest therein.

(5) TO DEAL IN PERSONAL PROPERTY, GENERALLY

To purchase, exchange, lease, hire or otherwise acquire, hold, own, manage, operate mortgage, pledge hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others personal property and commodities of every kind, character and description whatsoever and where soever situated, and any interest therein.

(6) TO DEAL IN SECURITIES, GENERALLY

To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, or partnerships or individuals or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or any instrumentality thereof.

(7) TO DEAL IN ITS OWN SECURITIES

To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of the share of the Corporations, but it shall not use its funds or property for the purchase either directly or indirectly, of its own share when such use would cause impairment of the capital of the Corporation.

(8) TO DEAL IN CHARTERS, LICENSES AND MEMBERSHIPS

To acquire by application, assignment, purchase, exchange, lease, hire or otherwise, and to hold, own, use, license, lease, sell convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charter franchises, licenses permits whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges, and other authorizations, necessary lawfully to accomplish the purpose set forth in Section 3 of this Article.

(9) TO DEAL IN INVENTIONS, COPYRIGHTS, TRADE-MARK, ETC.

To acquire by application, assignment, purchase, exchange, lease, hire or otherwise to hold, own, use, license, lease, sell, either alone or in conjunction with others, the absolute or partial or qualified interest in and to inventions, improvements, letter patent and application thereof, trade-marks and application thereof, and trade names and application thereof, designs, labels, picturizations, distinctive marks and similar rights of any nature and whether or not granted, registered or established by or under the laws of the United States or any state thereof or of any other country or place.

(10) TO DEAL IN GOOD WILL

To acquire by purchase, exchange, lease, hire or otherwise, and to hold own, use assign lease, sell convey or mortgage, whether alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the purposes set forth in Section 3 of this Article.

(11) TO ENTER INTO PARTNERSHIPS

To enter in any lawful arrangement for sharing profit, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, individual or other, legal entity, of the carrying on of any business, the purpose of which is similar to the purposes set forth in Section 3 of this Article, and to enter into any general or limited partnership, the purpose of which is

similar to such purpose.

(12) TO MAKE CONTRACTS

To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(13) TO EXECUTE GUARANTIES

To make any guaranty respecting stocks, dividends, securities, interest, contracts, or other obligations created by any individual, partnership, association, corporation, or other legal entity, of the extent that such guaranty is made in pursuance of the purpose set forth in Section 3 of this Article.

(14) TO BORROW FUNDS

To borrow or raise moneys for any of the purposes of the Corporation set forth in Section 3 of this Article and, from time to time, without limit as to amount, to execute, accepts, endorse, and deliver, as evident of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(15) TO LEND FUNDS TO EMPLOYEES AND OFFICERS

To lend money to or guaranty any obligation of or otherwise assist, any officer or other employee of the corporation or its subsidiary including any officer or employee who is a directors of the Corporation or its subsidiary, whenever in the judgment of the directors, such loan, guaranty or assistance may reasonably be expected to benefit the Corporation.

(16) TO LEND FUNDS GENERALLY

To lend money for any of the purposes set forth in Section 3 of this Article, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(17) DONATIONS

To make donations for the public welfare or for charitable, scientific or educational purposes.

(18) INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

To indemnify any director, officer or employee, or former director, officer, or employee of the Corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

(19) ANCILLARY POWERS

To have and exercise all powers necessary or convenient to effect any and all of the purposes for which the Corporation is organized.

5. CAPITAL STOCK This Corporation is authorized to issue one hundred (100) share of one dollar (\$1.00) par value stock which shall be designated "COMMON STOCK".

6. PRE-EMPTIVE RIGHTS Every shareholder, upon the sale for cash for 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 fractional shares at the price at which it is offered to others.

7. INITIAL REGISTERED AGENT The name and address of the initial registered agent of this Corporation is as follows:

AMELI PADRON-FRAGETTA, ESQ.

421 N.W. LEJEUNE ROAD, SUITE 421

MIAMI, FL 33126

8. INITIAL BOARD OF DIRECTORS This Corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one or more than five. The name and address of the initial director of the Corporation is:

MARIO M. CABRERA
1316 West 60th Terrace
Hialeah, Florida 33012

9. INITIAL OFFICERS OF THE CORPORATION The initial

officers of the Corporation, shall be:

President: Mario M. Cabrera

Secretary/Treasurer: Mario M. Cabrera

The corporation may include as officers up to three (3) Vice Presidents in addition to the above named officer positions.

10. NAME AND ADDRESS OF INCORPORATORS

MARIO M. CABRERA
1316 West 60th Terrace
Hialeah, Florida 33012

11. NAME AND ADDRESS OF PERSON SIGNING THESE ARTICLES

MARIO M. CABRERA
1316 West 60th Terrace
Hialeah, Florida 33012

12. INITIAL OFFICE OF THE CORPORATION The initial office and headquarters of the corporation shall be located at:

5760 N.W. 111 Terrace
Hialeah, Florida 33012

13. TERM OF DIRECTORS The directors of this Corporation shall have a one-year term.

14. AMENDMENT This Corporation reserves the right to amend or repeal any provisions contained in these articles or Incorporation or any amendment thereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation this 10th day of December, 1996.

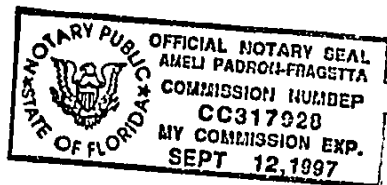


INCORPORATOR

STATE OF FLORIDA
COUNTY OF DADE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Articles of Incorporation were acknowledged before me this 10th day of December, 1996, by MARIO CABRERA, who is personally known to me and who did take an oath.



Ameli Padron-Fragetta

NOTARY PUBLIC

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of THE PEREDA ROOFING COMPANY, INC., as its registered agent at the place designated in the Articles of Incorporation, I, Ameli Padron-Fragetta, of 780 N.W. Le Jeune Road, Suite 421, Miami, Florida 33126, agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated: December 10, 1996

Ameli Padron-Fragetta

AMELI PADRON-FRAGETTA