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SUTHERLAND & SUTHERLAND, P.A.

ATTORNEYS AT LAW
SCHLITZ PROFESSIONAL PLAZA
321 TWENTY FIRST STREET

VERO BEACH, FLORIDA 32960

PLEASE REPLY TO:
POST OFFICE BOX 100
VERO BEACH, FLORIDA 32961

JOHN H. SUTHERLAND
A. GLENN SUTHERLAND

(561) 567-5191
FAX (561) 567-9401

January 30, 1997

VIA AIRBORNE EXPRESS

Attorneys Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

In Re: Roof Rep, Inc.
Our File No. 7028-97
Member No. 1795

Gentlemen:

With reference to the proposed corporation referred to above, enclosed herewith are the original Articles of Incorporation and one copy for certification, which are to be filed with the Secretary of State, and returned to me in the enclosed self-addressed, stamped envelope.

Also enclosed is a check in the amount of \$122.50 in payment of the following fees:

Filing Fee	\$ 35.00	000002075738--3
Resident Agent Fee	\$ 35.00	-02/03/97 -01030--024
Certified Copy	\$ 52.50	***\$122.50 ***\$122.50
Total	\$122.50	

After this has been filed, please fax me a copy of the Certificate of Incorporation.

Thank you in advance for your assistance. If you should have any questions, please do not hesitate to call.

Sincerely,

SUTHERLAND & SUTHERLAND, P.A.

A. GLENN SUTHERLAND, ESQ.

AGS/bp
Enclosures

FILED
SECRETARY OF STATE
97 FEB -2 PM 3:06

RECEIVED
97 FEB -3 PM 1:37
DIVISION OF CORPORATIONS

D. BROWN FEB - 3 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -3 PM 3:04

ARTICLES OF INCORPORATION
OF
ROOF REP, INC.

The undersigned, acting as Incorporator for the purpose of forming a corporation for profit under the laws of the State of Florida, do hereby and herewith adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: **ROOF REP, INC.**

Address

The corporations' principal office and mailing address is:

Office Address: 1316 24th Ave. SW, Vero Beach, FL 32962

Mailing Address: P.O. Box 65109, Vero Beach, FL 32960

ARTICLE II

Purpose

Section 1: The general nature of the business to be transacted by the corporation is:

(a) To operate a sales and marketing company, including but not limited to representing products and services of separate and independent manufacturers and other companies and all other articles and things incidental and common to a business of such nature.

(b) To purchase, lease or otherwise acquire, to hold, own, sell, or dispose of real and personal property of all kinds and in particular lands, buildings, business

(c) To acquire, by purchase or lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held or occupied by the corporation, buildings, or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings, or other structures, now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms or part of any buildings or other structures, at any time owned by or held by the corporation.

(d) To buy or otherwise acquire real estate and to subdivide, plat and sell the same, and generally supply, sell or deal in real and personal property of every kind and description in such manner and upon such terms as the Board of Directors may determine. to engage in the business of clearing lands, ditching, filling and draining land.

(e) To buy, sell, develop, operate and cultivate citrus groves and grove lands, and to purchase, own, lease acquire, cultivate and develop farm and farm lands, fruit orchards and fruit lands, stock farms, grazing lands, and all kind of real property and all rights, interests and easements therein.

(f) To purchase, hold, sell and transfer the shares of its Capital Stock; provided, however, that shares of its own Capital Stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholders quorum or voting.

(g) To conduct business in this State or in other states, and to hold, purchase, mortgage, convey and lease real or personal property, either in or out of the State of Florida, and to have and to exercise the powers conferred by the laws of the State of

(h) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every kind, class and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

Section 2: The foregoing clauses shall be construed both as objects and powers, but no statement, expression or declaration of specific or special powers and purposes enumerated in these Articles of Incorporation shall be deemed to be exclusive, but it is expressly declared that the corporation may transact any and all lawful business authorized by the laws of the State of Florida.

ARTICLE III

Capital Stock

Section 1: The amount of authorized capital of this corporation shall be Ten Thousand (10,000) shares of common stock at One Dollar (\$1.00) per share valuation.

Section 2: The Capital Stock may be paid in property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose, or at the organization meeting. Property, labor or services may also be purchased or paid for with Capital Stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company at a meeting called for such purpose.

ARTICLE IV

Effective Date and Perpetual Duration

The Effective Date for this corporation shall be the date on which these Articles

ARTICLE V

General Provisions

Section 1: Quorum. It shall be always necessary to constitute a quorum at any stockholders or Board of Directors meeting. Quorum shall be owners of a majority of the stock entitled to vote being present in person or by proxy for purposes of stockholder meetings. A quorum for the transaction of business by the Board of Directors shall consist of not less than a majority of the Board of Directors at any meeting of such directors.

Section 2: Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Section 3: Limitations. The Board of Directors or a majority of the Stockholders shall have the power, after the first meeting of stockholders, to amend, alter or change, repeal or add to the By-Laws for the regulation of the business and conduct of the affairs of the corporation and to make provision governing the issuance of stock certificates to replace lost or destroyed stock certificates; always providing however, that all such By-Laws, rules and regulations as shall be made by the Stockholders or the Directors shall be subordinate only to these Articles of Incorporation, the Laws of the United States and the Laws of the State of Florida.

Section 4: No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is, or are interested in, or is a director or officer or are directors or officers of such other corporation and any director or directors individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested; and no

transaction, or in any way connected with such person or persons, firm, or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

Section 5: The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as Directors or Officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or as director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be judged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law agreement, vote of stockholders, or otherwise.

Section 6: Any Officer or Director of this corporation may be removed at any time either with or without cause upon the affirmative vote of the holders of a majority of the stock of the corporation at that time.

Section 8: Preemptive Rights. After the first 1,000 shares of this corporation's authorized shares have once been issued, each holder of shares in this corporation shall have the first right to purchase shares (and securities convertible into shares) of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

ARTICLE VI

Initial Registered Office of Agent

Section 1: The Street Address of the Initial Registered Office of this corporation is: 1316 24th Avenue SW, Vero Beach, FL 32962, and the name of the Initial Registered Agent of this corporation at that address is: **James Peace**.

The corporation may have such places of business in the state of Florida as the nature and progress of the business of the corporation from time to time render necessary or desirable. Said corporation shall have the power to conduct its business outside in the State of Florida or in any or all the several States and Territories of the United States, including the District of Columbia, and in any or all foreign countries, and may have one or more offices in any of said places.

ARTICLE VII

Data Respecting Directors and Officers

Section 1: This corporation shall be managed by a Board of Directors, the

Section 2: The names and post office address of the first Board of Directors, subject to the provisions of these Articles of Incorporation and the By-Laws of the corporation and the corporation laws of the State of Florida, who shall hold office for the first year of the corporation's existence (the number of Directors being set forth as one (1) until established otherwise or changed by the By-Laws, or until successors are elected and qualified) are as follows:

KEVIN L. PATTERSON,

Section 3: The Officers of said corporation shall be a President, Secretary, Vice President and Treasurer, and such other Officers and Agents as may be deemed necessary. The following persons shall serve as Officers for the corporation and shall hold office for the first year of existence of the corporation or until their successors are elected and qualified. Their names and addresses are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President/Secretary/ Treasurer	Kevin L. Patterson	P.O. Box 651095 Vero Beach, FL 32962
V.President	James Peace	1316 24th Avenue SW Vero Beach, FL 32962

Section 4: The By-Laws may provide for such additional Officers as may be required from time to time by this corporation.

ARTICLE VIII

Incorporator

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

<u>NAME</u>	<u>ADDRESS</u>
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The Stockholders may adopt a resolution providing for the following: All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

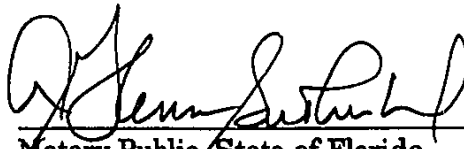
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 30th day of January, 1997.


KEVIN L. PATTERSON

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

ACKNOWLEDGED BEFORE ME this 30th day of January, 1997 by KEVIN L. PATTERSON who () is personally known to me or () has produced his Florida Driver's License as identification.



Notary Public, State of Florida
My Commission Expires:
Commission No.
My Commission Expires:

(Notary Seal)



A GLENN SUTHERLAND
My Commission CC443120
Expires Mar. 05, 1999

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this Articles of Incorporation, I hereby accept to act in this

FILED STATE
SECRETARY OF STATE'S
DIVISION
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