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ACCOUNT NO. : 072100000032

REFERENCE : 302672 5490A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : March 21, 1997

ORDER TIME : 9:50 AM

300002120293--9

ORDER NO. : 302672-005

CUSTOMER NO: 5490A

CUSTOMER: Ms. Suzanne Opatosky
MASTRIANA & CHRISTIANSEN

2750 North Federal Highway

Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: SEMPER FI ROOFING INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: _____

K.R. MAR 24 1997

FILED
97 MAR 21 11:08
STATE
FLORIDA

97 MAR 21 11:13 44

**ARTICLES OF INCORPORATION
OF
Semper Fi Roofing Incorporated**

97 MAR 21 AM 10:08
FILED
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Semper Fi Roofing Incorporated.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7500 shares of common stock of \$1.00 par value.

ARTICLE V - PRINCIPAL OFFICE

The principal office address of Semper Fi Roofing Incorporated is 2750 North Federal Highway, Fort Lauderdale, Florida 33306, which is the same address as the registered office of the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2750 North Federal Highway, Fort Lauderdale, Florida 33306, and the name of the initial registered agent of this corporation at that address is MICHAEL ERIC CHRISTIANSEN.

ARTICLE VII - 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.

The names and addresses of the initial directors of this corporation are:

Jack W. Daniels, Jr.
498 N.E. 25th Terrace
Boca Raton, Florida 33431

Chris J. Hogan
3631 S.E. 1st Street
Boynton Beach, Florida 33435

The name and address of the person signing these Articles is MICHAEL ERIC CHRISTIANSEN, 2750 North Federal Highway, Fort Lauderdale, Florida 33306.

ARTICLE XI - INDEMNIFICATION

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

ARTICLE X - CONFLICTS OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation not so interested. If there shall only be one director of the corporation at the time any meeting of the Board of Directors of this corporation would otherwise be required to authorize any such contract or transaction, and if the vote or consent of such

interested director may not, by statute, be counted to authorize, approve or ratify the said act, contract or transaction, then and in that event, a majority of the shareholders of the corporation shall be authorized and empowered to authorize, approve or ratify any such act, contract or transaction with the same full force and effect as if the same had been authorized.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of March, 1997.



Michael Eric Christiansen

STATE OF FLORIDA :
:SS
COUNTY OF BROWARD :

Personally appeared before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, MICHAEL ERIC CHRISTIANSEN, to me well known as the person described in and who executed and subscribed to the foregoing Articles of incorporation, and he acknowledged, before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 20 day of March, 1997.

My Commission Expires:



SUZANNE ELLEN GRATCKY
MY COMMISSION # 00390406 EXPIRES
April 28, 1999
BONDED THRU TRULY CLAIM INSURANCE, INC




NOTARY PUBLIC, State of Florida

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 SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT **Semper Fi Roofing Incorporated**, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT CITY OF FORT LAUDERDALE HAS NAMED MICHAEL ERIC
CHRISTIANSEN, AS RESIDENT AGENT, LOCATED AT 2750 NORTH FEDERAL
HIGHWAY, FORT LAUDERDALE, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE


MICHAEL ERIC CHRISTIANSEN

TITLE

SUBSCRIBER

DATE

March 20, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED 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.

SIGNATURE


MICHAEL ERIC CHRISTIANSEN

DATE

March 20, 1997

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TALLAHASSEE
FLORIDA