

PA 7000037118

CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS  
CHARTERED

ATTORNEYS AT LAW

EVANS CRARY (1903-1968)  
EVANS CRARY, JR.  
WILLIAM F. CRARY  
LARRY E. BUCHANAN  
JAMES L. S. BOWDISH †  
GEORGE F. BOVIE, III  
LAWRENCE EVANS CRARY III  
WILLIAM F. CRARY II  
ROBERT L. LORD, JR. §  
WILLIAM L. ROBY ◊  
M. LEVERING EVANS  
R. MICHAEL CRARY  
LEIGH A. WILLIAMS

REPLY TO:

STUART

STEVEN D. BERES \*  
JOSEPH NEGRON, JR.  
JEFFREY F. THOMAS -  
CHARLES K. WILLOUGHBY

- ◊ BOARD CERTIFIED IN WILLS, TRUSTS & ESTATES LAW
- ◆ BOARD CERTIFIED IN FAMILY & MARITAL LAW
- † BOARD CERTIFIED CIVIL TRIAL LAWYER
- § BOARD CERTIFIED IN HEALTH LAW
- ◊ BOARD CERTIFIED IN BUSINESS LITIGATION

April 15, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: Island Roofing Company, Inc.  
File NO. 14932.0

800002153478--1  
-04/24/97--01049--003  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for the above-captioned corporation. Also enclosed is our firm's check in the amount of \$122.50 which covers the following:

Filing Fee	\$ 35.00
Resident Agent	\$ 35.00
Certified Copy	\$ 52.50
Total	\$122.50

FILED  
97 APR 24 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

After this corporation has been approved and filed by your office, we would appreciate it if you would forward us a certified copy of the Articles. The Certificate of Registered Agent is also enclosed. Thank you in advance for your consideration in this matter.

Sincerely,

*Leigh A. Williams*  
Leigh A. Williams

LAW/vm  
Enclosures (as stated)

APR 25 1997  
*[Signature]*

**ARTICLES OF INCORPORATION**

**OF**

**ISLAND ROOFING COMPANY, INC.**

**FILED**  
**97 APR 24 AM 10:52**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE 1**

**NAME**

The name of the corporation shall be: **ISLAND ROOFING COMPANY, INC.**

**ARTICLE 2**

**ADDRESS OF PRINCIPAL OFFICE OF CORPORATION**

The principal office of the corporation shall be located at: 9011 SW Old Kansas Avenue, Stuart, FL 34997. The mailing address of the corporation shall be: 9011 SW Old Kansas Avenue, Stuart, FL 34997.

**ARTICLE 3**

**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE 4**

**PURPOSE**

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

**ARTICLE 5**

**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock having a nominal or par value of One and no/100 Dollars (\$1.00).

**ARTICLE 6  
REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

CRAIG DAVIS RICE

9011 SW Old Kansas Avenue  
Stuart, FL 34997

**ARTICLE 7  
DIRECTORS**

The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (2). The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

Cameron Cooper

9011 SW Old Kansas Ave.  
Stuart, FL 34997

Craig Davis Rice

9011 SW Old Kansas Ave.  
Stuart, FL 34997

**ARTICLE 8  
INCORPORATORS**

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

Cameron Cooper

9011 SW Old Kansas Ave.  
Stuart, FL 34997

Craig Davis Rice

9011 SW Old Kansas Ave.  
Stuart, FL 34997

**ARTICLE 9  
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

**ARTICLE 10  
INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**ARTICLE 11  
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

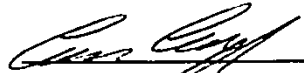

**ARTICLE 12  
COMPLIANCE WITH SECURITIES ACT**

Pursuant to Section 517.061, Florida Statutes, the capital stock of this corporation shall in no event be offered or sold to more than five (5) persons; no public solicitation or advertisement shall be made regarding sale of said capital stock; and no commission or compensation shall be made to any person for the sale of said capital stock other than its purchase price from the ultimate purchaser to the seller.

**ARTICLE 13  
MISCELLANEOUS**

Stockholders and directors meetings may be held within or without the State of Florida.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of  
Incorporation this 28 day of March, 1997.

  
CAMERON COOPER  
  
CRAIG DAVIS RICE

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

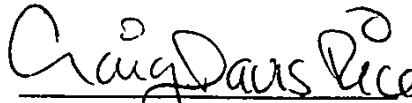
The name of the corporation is ISLAND ROOFING COMPANY, INC..

The name and address of the initial registered agent and office is:

Craig Davis Rice

9011 SW Old Kansas Ave.  
Stuart, FL 34997

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



CRAIG DAVIS RICE  
Registered Agent

FILED  
97 APR 24 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA