

PA7000039301

SCOTT M. BEHREN
ATTORNEY AT LAW
9908 N.W. 2nd Street
Plantation, FL 33324
(954) 452-0830

FILED

97 APR 30 AM 10:46

April 28, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

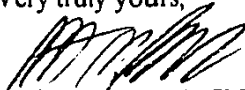
**RE: Rainshield Roofing, Inc.
Incorporation**

To Whom it May Concern:

I have enclosed Articles of Incorporation for Rainshield Roofing, Inc. In addition, I have enclosed a check in the amount of \$122.50 in order that we may be provided with a certified copy of the Articles of Incorporation. Please incorporate Rainshield Roofing and return to my attention the certified copy of the Articles of Incorporation.

I appreciate your cooperation in this matter.

Very truly yours,


SCOTT M. BEHREN

cc: Rainshield Roofing, Inc.
SMB/mbb

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BK 5/2/97

ARTICLES OF INCORPORATION
OF
RAINSHIELD ROOFING, INC.

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97 APR 30 AM 10:47
CORPORATE STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of the corporation is RAINSHIELD ROOFING, INC.

ARTICLE II- ADDRESS

The principal office or mailing address of this corporation shall be located at:

Rainshield Roofing, Inc.
1820 N.E. 26th Avenue-#3
Ft. Lauderdale, FL 33304

ARTICLE III- DURATION

This corporation shall exist in perpetuity.

ARTICLE IV- PURPOSE

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

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1221 Brickell Ave., Suite 1780, Miami, FL 33131 and the name of the registered agent of this corporation is Scott M. Behren, Esq.

ARTICLE VI- CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE VII- DIRECTORS AND OFFICERS

This corporation shall have two 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 and officers of this corporation are:

Director and President: Earl Kerne
1820 N.E. 26th Avenue-#3
Ft. Lauderdale, FL 33304

Director and Vice-President: Earl Kerne
1820 N.E. 26th Avenue-#3
Ft. Lauderdale, FL 33304

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles is:

Scott M. Behren, Esq.
1221 Brickell Ave.
Suite 1780
Miami, FL 33131

ARTICLE IX- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI- INDEMNIFICATION

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

ARTICLE XII- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 28 day of April, 1997.

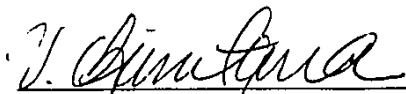


SCOTT M. BEHREN

STATE OF FLORIDA
SS
COUNTY OF BROWARD

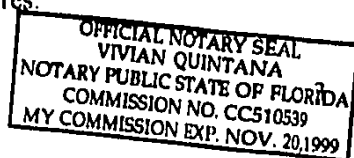
BEFORE ME, the undersigned authority, personally appeared Scott M. Behren, to me well known, and known to me to be the individual described in and who executed the foregoing instrument as subscribed hereto.

WITNESS my hand and official seal this 28th day of April, 1997.



Notary Public, State of Florida
Printed Name:

My commission expires:



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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with the requirements and made a part of the Articles of Incorporation of the corporation.

That, Rainshield Roofing, Inc., desiring to organize under the Laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named Scott M. Behren, Esq., as its Registered Agent to accept service of process within this State.

Acceptance of appointment as
Registered Agent



SCOTT M. BEHREN

This instrument prepared by:

Scott M. Behren, Esq.
1221 Brickell Ave.
Suite 1780
Miami, FL 33131
FBN: 987786