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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 PM 12:45



May 27, 1997

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

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ARTICLES OF INCORPORATION

Dear Sirs:

Please find enclosed two (2) copies of the Articles of Incorporation for AcraFlex Corporation of America and the filing fee of One Hundred Twenty Two Dollars and 50/100 (\$122.50).

Please record this filing and return one (1) filed copy to the above address. *Below.*

Sincerely,

W.R. Collingwood
President

6

Articles of Incorporation of

AcraFlex Corporation of America

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We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

Article I

Name of Corporation

The name of the corporation shall be AcraFlex Corporation of America.

Article II

Nature of Business

The general nature of the business to be transacted by this corporation will be the operation of a manufacturer and distributor of roof coatings, paint additives and wood preservatives, and any other activities or business permitted under the laws of the United States of America and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind 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 expedition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage or otherwise acquire or dispose of the shares of the capital stock of, or any bonds securities, or other evidences of

indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

Article III

Capital Stock

The maximum number of share of stock that the corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of One (\$1.00) Dollar par value stock.

Article IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

Article V

Term of Existence

This corporation is to exist perpetually or until such time as the shareholders agree to dispose of all assets and satisfy all debts and then dissolve this corporation pursuant to the laws of the State of Florida.

Article VI

Principle Place of Business

The initial street address in this state of the principle office of this corporation is 2189 Cleveland Street, Suite 201, in the City of Clearwater, in the County of Pinellas, in the State of Florida, 34625. The initial mailing address of this corporation shall be the same. The directors may, from time to time, move the principle office to any other address in Florida or any other state.

Article VII

Director(s)

This corporation shall have not less than four (4) directors initially. The number may be increased or diminished from time to time, by bylaws adopted by the stockholders, but the number shall never be less than one (1).

Article VIII

Initial Directors

The name(s) and street address(es) of the member(s) of the first Board of Directors are:

W.R. (Will) Collingwood

7900 LaCorona Way, Buena Park, CA 90620

M.B. (Melvin) Tilson

6305 Alexander Circle N.E., Atlanta, GA 30326

Article IX

Subscribers

The name(s) and street address(es) of the subscriber(s) of these Articles of Incorporation, the initial number of shares of stock which they agree to take and the value of the consideration therefore are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Value</u>
W.R. Collingwood	7900 LaCorona Way Buena Park, CA 90620	400	\$400.00
M.B. Tilson	6305 Alexander Cir. N.E. Atlanta, GA 30326	300	\$300.00

Article X

Registered Agent

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The initial designation of the registered office of the corporation shall be 5201 Seminole Boulevard, St Petersburg, Florida 33706 and the registered agent shall be David W. Kent.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By



David W. Kent
Registered Agent

Article XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by majority of stock entitled to vote thereon, unless all the directors all the directors and all the stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the undersigned incorporator(s) above named, have hereunto set our hands and seals the 18 day of JUNE 1997

W.R. Collingwood
W.R. (Will) Collingwood

M.B. Tilson
M.B. (Melvin) Tilson

Amey Bell
Notary Public

CALIFORNIA R.K. 6-18-97
STATE OF FLORIDA }
ORANGE R.K. 6-18-97 } SS
COUNTY OF PINELLAS }

Notary Public, Cherokee County, Georgia.
My Commission Expires September 10, 2000

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared WILFORD RUSSELL COLLINGWOOD

to be known to be the person(s) described as subscribers in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and seal in the County and State names above, this 18th day of JUNE, 1997.

Amey Bell
Notary Public

My Commission Expires: JULY 26, 1998

