

Pa7000068012  
NATIONAL ROOFING GROUP INC.  
395 SW 78 PL  
Miami, Florida, 33144.

August 1, 1997.

Department of State  
Division of Corporations  
George Firestone Blvd # 409  
East Gaines Street  
Tallahassee, Florida, 32399.

100002258641--5  
-08/05/97--01104--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: NATIONAL ROOFING GROUP, INC.  
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
no. 476 \$ 78.75 covering filing fees.

From: Armando Mieres  
395 SW 78 PL  
Miami, Florida, 33144.

*pro. A. Mieres*

FILED  
97 AUG -5 PM 1:00  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

T.M. - 8/6/97

**ARTICLES OF INCORPORATION**  
**OF**  
**NATIONAL ROOFING GROUP INC.**

**FILED**  
**97 AUG -5 PM 1:00**  
**DIVISION OF CORPORATIONS**  
**TALLAHASSEE, FLORIDA**

The undersigned subscribers of those articles of incorporation, each a natural person, competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME:**

The name of the corporation is:

**NATIONAL ROOFING GROUP INC.**

**ARTICLE II; DURATION**

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

**ARTICLE III; PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and or the State of Florida.

**ARTICLE IV. CAPITAL STOCK.**

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) per value common stock, which shall be designated "Common Shares"

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.**

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

ARMANDO MIERES  
395 SW 78 PL  
MIAMI, FLORIDA 33144

ARTICLE VI. CORPORATION PRINCIPAL OFFICE.

The address of the Corporation principal office is:

395 SW 78 PL  
MIAMI, FLORIDA, 33144

The Corporation shall have Two (Director (s) initially. The number of directors may be eighter increased or decreased from time to time by an amendmnet of the bylaws of the corporation in the manner provided by law but shall be never be less than one.

The name and address of the initial board of directors of this corporation are:

ARMANDO MIERES  
395 SW 78 PL  
MIAMI, FLORIDA, 33144

*Armando Mieres*

ARTICLE VIII. INCORPORATION.

The name and address of the Incorporator signing these articles of incorporation are:

ARMANDO MIERES  
395 SW 78 PL  
MIAMI, FLORIDA, 33144.

*Armando Mieres*

Signature of Incorporator

#### ARTICLE IX. AMENDMENT OF ARTICLES.

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 on the shareholders subject to this reservation.

#### ARTICLE X. PRE EMPTIVE RIGHTS.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued. (Where or not to presently authorized) including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE XI. REMOVAL OF DIRECTORS.

At a meeting of shareholders called expressly for that purpose, any one director of the entire board of directors may be removed with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

#### ARTICLE XII. Indemnification.

The corporation may be empowered to indemnify any office or director in the manner set out and provided pursuant to the provisions of Section 607-014 of the Florida Statutes, as amended.

ARTICLE XIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATION  
EXECUTED THESE ARTICLES OF INCORPORATION THIS THIRTY FIRST  
OF JULY OF 1997.

*Armando Mieres*

BEFORE ME, The undersigned authority, personally appeared:  
Mr. ARMANDO MIERES. To me knows to be the person who executed the  
foregoing Articles of Incorporation, and he acknowledged to and before me  
that he executed such instrument.

Sworn and subscribed before me on this Aug 4/97  
Florida Driver Licence # M620 000 64 002

Notary Public

Of Florida, my commission  
Expires Feb 2/99



*Martha Lopez*  
MARTHA LOPEZ  
My Commission CC438878  
Expires Feb 02 1999  
Bonded by HAI  
800-422-1856

**CERTIFICATE OF DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE:**

Pursuant to the provisions of section 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designated the registered office/registered agent, in the State of Florida.

1.- The name of the Corporation is:

**NATIONAL ROOFING GROUP, INC.**

2.- The name and address of the registered agent and office is:

**ARMANDO MIERES  
395 SW. 78 PL  
MIAMI, FLORIDA, 33144.**

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 obligation of my position as registered agent.

Signature:

Date:

08/01/97

*Armando Mieres*

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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FILED