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BERG & WHEELER, P.A.

ATTORNEYS AT LAW

JEFFREY BUILDING

217 EAST ROBERTSON STREET

BRANDON, FLORIDA 33511

ELIZABETH S. WHEELER\*

RICHARD F. WHEELER

WALTER H. BERG, JR.  
OF COUNSEL

August 25, 1997

TELEPHONE  
(813) 885-0050

FACSIMILE  
(813) 885-0389

\*BOARD CERTIFIED IN APPELLATE PRACTICE

VIA OVERNIGHT MAIL  
PERSONAL AND CONFIDENTIAL

Ms. Terri Buckley  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

900002281519--6  
-08/29/97--01105--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: All-Pro Roofing Services, Inc.

Dear Ms. Buckley:

With regard to the above-referenced corporation, enclosed are the articles of incorporation, along with an additional copy for certification. Also enclosed is this firm's check in the amount of \$122.50, in payment of the following fees:

Filing fee for the articles	\$ 35.00
Designation of and acceptance of resident agent	35.00
One certified copy of articles of incorporation	<u>52.50</u>
	\$122.50

Thank you for your assistance in this matter.

Very truly yours,

*Richard F. Wheeler*

Richard F. Wheeler

RFW/tlp  
Enclosures  
a:\allpro\secretary.sta

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

TM-8/28/97

**ARTICLES OF INCORPORATION**  
**OF**  
**ALL-PRO ROOFING SERVICES, INC.**

**ARTICLE I. NAME**

The name of the corporation is ALL-PRO ROOFING SERVICES, INC.

**ARTICLE II. PRINCIPAL OFFICE**

The principal office of the corporation is Post Office Box 388, Riverview, Florida 33568, and the corporation's mailing address is the same.

**ARTICLE III. CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of common stock, having a par value of One Dollar (\$1.00) per share. There shall be only one class of stock.

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

The street address of the initial registered office of this corporation is 217 East Robertson Street, Brandon, Florida 33511, and the name of the initial registered agent of the corporation at this address is Richard F. Wheeler.

**ARTICLE V. INITIAL DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as provided for in the bylaws, but shall never be fewer than one. The name and address of the directors of this corporation are:

Lawrence A. Both  
Post Office Box 388  
Riverview, FL 33568

Scott Johnson  
209 South Albany  
Tampa, Florida 33606

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TALLAHASSEE, FLORIDA

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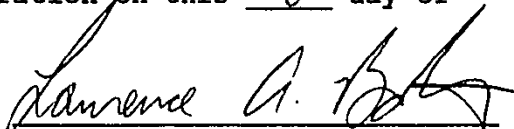
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ARTICLE VI. INCORPORATOR

The name and address of the person signing these articles are:


Lawrence A. Both  
Post Office Box 388  
Riverview, Florida 33568

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of incorporation on this 26<sup>th</sup> day of August, 1997.

  
LAWRENCE A. BOTH

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

26<sup>th</sup> The foregoing instrument was acknowledged before me this day of August, 1997, by Lawrence A. Both, who is personally known to me or who has presented FL Driver's License as identification.

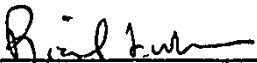
  
Notary Public, State of Florida  
Carolyn Hartline  
(Printed name of notary)  
My Commission Expires:



CAROLYN HARTLINE  
My Commission CC326325  
Expires Oct. 18, 1997  
Bonded by HAI  
800-422-1665

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

THE UNDERSIGNED, Richard F. Wheeler, hereby agrees to serve as Registered Agent for ALL-PRO ROOFING SERVICES, INC., until further notice.

  
Richard F. Wheeler

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