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August 26, 1997

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

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RECEIVED
8-26-97

RE: REM ROOFING, INC.

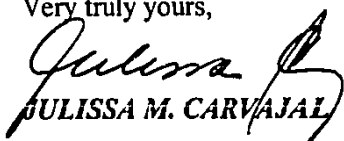
Gentlemen/Ladies:

Enclosed are two originals of the Articles of Incorporation to file REM ROOFING, INC.. as a Florida corporation. Also enclosed is a check in the amount of \$122.50, to cover your filing fee.

Once these articles have been filed, please send me a certify copy of same along with the Certificate of Incorporation to the following address REM ROOFING, INC. c/o JULISSA M. CARVAJAL 206 Ponce De Leon Blvd. Coral Gables, Florida 33134. If you should have any questions, please call me at (305) 446-3576.

Thank you in advance for your professional cooperation.

Very truly yours,


JULISSA M. CARVAJAL

FILED
97 AUG 29 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTER AUG 29 1997

EFFECTIVE DATE
8-26-97

ARTICLES OF
INCORPORATION
OF
REM ROOFING, INC.

FILED
97 AUG 29 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is REM ROOFING, INC. and its principal mailing address is 101 Southwest 13 Street, Suite 304 Miami, Florida 33130.

ARTICLE II- DURATION

This Corporation is to exist perpetually. It shall commence upon the signing of these Articles of Incorporation by the Initial Subscriber.

ARTICLE III- PURPOSE

This Corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) shares at Fifty (\$50) Dollars par value. Shares may be issue for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholder by right, may, and is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issue shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 101 Southwest 13 Street, Suite 304, Miami, Florida 33130 and the name of the initial registered agent of this corporation at that address is Ramon Eduardo Melendez.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and address of each of the members of the initial Board of Directors of this corporation are:

Ramon Eduardo Melendez
101 Southwest 13 Street, Suite 304
Miami, Florida 33130

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The right accruing to any person under the forgoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the

fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such member thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such directors officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTORS

Any directors of the Board of Directors may be removed, with or without cause by a vote of the holders of a majority of the shares then entitled to vote at an election of directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATION

The name and street of each subscriber of these Articles of Incorporation is:

Ramon Eduardo Melendez
101 Southwest 13 Street, Suite 304
Miami, Florida 33130

ARTICLE XII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of directors. Bylaws adopted by the Board of Directors may be repealed or changed and new Bylaws may be adopted by the shareholders may prescribed in any Bylaws made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

This Corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the directors of the Board of Directors.

ARTICLE XIV - 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 a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 26 day of August, 1997.


RAMON EDUARDO MELENDEZ

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **REM ROOFING, INC.**, desiring to organize under the laws of the State of Florida within its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Ramon Eduardo Melendez located at 101 Southwest 13 Street, Suite 304 Miami, Florida 33130, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



RAMON EDUARDO MELENDEZ

FILED
97 AUG 29 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA