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JAMES A. GRANOSKI, P.A.

ATTORNEY AT LAW

207B THE OFFICE PARK  
2477 STICKNEY POINT ROAD  
SARASOTA, FLORIDA 34231

TELEPHONE: (941) 923-3811  
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ADMITTED TO PRACTICE IN FLORIDA, VIRGINIA, WASHINGTON, D.C.

July 30, 1997

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

Re: Above All Roofing Systems, Inc.

Dear Sir or Madam:

I have enclosed for your review and filing the original and two copies of the Articles of Incorporation for Above All Roofing Systems, Inc. and a check in the amount of \$122.50 payable to the Florida Department of State for the following:

Filing Fee, for articles of  
Incorporation, F.S. 607.0122(1)

\$35.00

Filing Fee, for Resident Agent  
F.S. 607.0122(7)

500002255985--5  
-08/04/97--01036--012  
\$35.00 \$122.50 \*\*\*\*122.50

Certified Copy, F.S. 607.0122(23)

52.50

TOTAL

\$122.50

Please return a copy of the Certificate of Incorporation to me in the enclosed self-addressed, stamped envelope.

Thank you for your attention to and cooperation in this matter.

Very truly yours,

JAMES A. GRANOSKI, P.A.

*James A. Granoski*  
James A. Granoski

Enclosures

(C:\CORP\let\DEPT STATE LETTER)

~~789,509,2555~~  
FILED  
97 SEP 15 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**JAMES A. GRANOSKI, P.A.**

ATTORNEY AT LAW

207B THE OFFICE PARK  
2477 STICKNEY POINT ROAD  
SARASOTA, FLORIDA 34231

TELEPHONE: (941) 923-3811  
TELEFAX: (941) 923-9887

ADMITTED TO PRACTICE IN FLORIDA, VIRGINIA, WASHINGTON, D.C.

September 11, 1997

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

Attention: Ms. Doris McDuffy

Re: Articles of Incorporation for Above All Roofing Systems,  
Inc.  
Reference Number: W97-18046

Dear Ms. McDuffy:

Pursuant to a conversation you had with my assistant, Diana on September 3, 1997, I am enclosing two copies of the Articles of Incorporation for **Above All Roofing Systems, Inc.** I understand that you are holding our check in the amount of \$122.50 for this transaction.

Please return a copy of the Certificate of Incorporation to me in the enclosed self-addressed, stamped envelope which I provided in my letter of July 30, 1997.

Thank you for your attention to and cooperation in this matter.

Very truly yours,

JAMES A. GRANOSKI, P.A.

  
James A. Granoski

Enclosures

(C:\CORP\CKERT\DEPT STATE LETTER 1)



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

August 5, 1997

JAMES A. GRANOSKI, P.A.  
207B THE OFFICE PARK  
2477 STICKNEY POINT ROAD  
SARASOTA, FL 34231

SUBJECT: ABOVE ALL ROOFING SYSTEMS, INC.  
Ref. Number: W97000018046

We have received your document for ABOVE ALL ROOFING SYSTEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 097A00039806

**FILED**

97 SEP 15 AM 10:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**ABOVE ALL ROOFING SYSTEMS, INC.**

The undersigned, acting as incorporator of Above All Roofing Systems, Inc., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME AND PRINCIPAL OFFICE**

**Above All Roofing Systems, Inc.  
3010 95th Drive East  
Parish, Florida 34219**

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III. DURATION**

The corporation will have a perpetual existence.

**ARTICLE IV. PURPOSE**

The general purpose or purposes for which the corporation is organized are as follows:

(a) To engage in every aspect and phase of the roofing business and of related businesses.

(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

#### ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10 shares of common stock having a par value of \$.10 per share. The consideration to be paid for each share shall be fixed by the board of directors and 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, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3010 95th Drive East, Parish, Florida 34291, and the name of the corporation's initial registered agent at that address is Shawn Eckert.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Shawn Eckert	3010 95th Drive East Parish, FL 34291

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Shawn Eckert	3010 95th Drive East Parish, FL 34291

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corpora-

tion, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned, as president, director and incorporator, has executed these Articles of Incorporation this

9th day of ~~June~~, 1997.

*September*


  
\_\_\_\_\_  
Shawn Eckert

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **Above All Roofing Systems, Inc.**, desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 3010 95th Drive East, Parish, FL 34291, has named **Shawn Eckert**, located at that address, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

  
Shawn Eckert

CORPORAT.AOI

**FILED**  
97 SEP 15 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA