

LAW OFFICES  
DONALD E. SCHOLL  
620 EAST TARPON AVENUE  
TARPON SPRINGS, FLORIDA 34689

TEL: (813) 937-3111  
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November 12, 1997

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-11/14/97--01033--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

Re: PRECISION GUTTER, INC.

Dear Sir(s):

Enclosed for filing with your office, please find proposed Articles of Incorporation for PRECISION GUTTER, INC. and the Certificate Designating Registered Agent. I have also enclosed an extra copy of each to file stamp and return in the enclosed UPS envelope at your earliest convenience.

Additionally, I am enclosing my check in the amount of \$78.75 to cover the filing fees for same.

Thank you for your assistance.

Yours truly,

  
DONALD E. SCHOLL

FILED  
97 NOV 14 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/cg  
enclosures

11/17/97-TM

ARTICLES OF INCORPORATION

OF

PRECISION GUTTER, INC.

FILED  
97 NOV 14 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, HOLLIS BARNES, does hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be PRECISION GUTTER, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted is to manufacture, assemble, install, and repair gutters, and any others matters pertaining to such business matters. The corporation is also organized for the purpose of transacting any and all other lawful business and is organized to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III. CAPITAL STOCK

The capital stock of this corporation shall consist of 1000 shares of common stock without par value.

The initial stockholders shall be HOLLIS BARNES, BRYAN M. BARNES and JOE MOORE. Initial stock issued shall be 100 shares, allocated as: 52 Shares to

Hollis Barnes, 24 shares to Bryan M. Barnes and 24 shares to Joe Moore. The balance of the stock shall be issued at a future date.

Shares may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining stockholders of the Corporation.

#### ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

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

The street address of the initial registered agent and principal office of this corporation is 2727 14th Court, Palm Harbor, Florida 34684, and the name of the initial registered agent of this corporation at that address is HOLLIS BARNES.

#### ARTICLE VI. MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the directors of this corporation. This corporation shall have directors whose number and term shall be as set out in the BY-LAWS of this Corporation.

#### ARTICLE VII. OFFICERS OF THE CORPORATION


The officers of the corporation shall be HOLLIS BARNES, President, JOE MOORE, Vice-President, BRIAN M. BARNES, Secretary and HOLLIS BARNES, Treasurer.

ARTICLE VIII. INCORPORATORS

The name and address of the initial incorporator to these Articles of  
Incorporation is: .....

HOLLIS BARNES  
P.O. BOX 1743  
TARPON SPRINGS, FLORIDA 34689

IN WITNESS WHEREOF, the undersigned has set his hand and seal and  
acknowledged these Articles of Incorporation and directs that they be delivered to  
the Department of State for the State of Florida, this 11 day of NOVEMBER,  
1997.

  
\_\_\_\_\_  
HOLLIS BARNES

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, a Notary  
Public duly authorized to administer oaths and take acknowledgments in the State  
and County above-named, HOLLIS BARNES, personally known to me or who has  
produced N/A as identification, to be the person described as  
the incorporator in and to, and who executed the foregoing Articles of

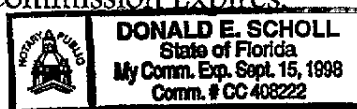
Incorporation, and acknowledged to be the incorporator signing such Articles of Incorporation.

WITNESS my hand and official seal at TARPON SPRINGS, PINELLAS COUNTY, STATE OF FLORIDA, this 11 day of NOVEMBER, 1997.



Notary Public

My Commission Expires:



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

PRECISION GUTTER, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Palm Harbor, State of Florida, has named MR. HOLLIS BARNES, whose residence is located at 2727 14th Court, Palm Harbor, Florida 34684, as its agent to accept service of process within Florida.

Signature: Hollis Barnes  
HOLLIS BARNES  
Title: Incorporator  
Date: 11 NOV '97

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**FILED**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Hollis Barnes  
Registered Agent - HOLLIS BARNES  
11 NOV '97 Date