

P97000103604  
Herbert Elliott  
Attorney At Law

35 WEST LEMON STREET  
TARPON SPRINGS, FLORIDA 34689

(813) 942-3631  
TELECOPIER: (813) 937-5453

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

December 3, 1997

Re: NICK SCHNEIDER ROOFING, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation, together with my check in the amount of \$75.00 to cover the filing fee. Please provide me with a copy of the Articles once they have been filed.

If there are any questions, please feel free to call this office.  
Thank you for your cooperation.

Very truly yours,

  
Herbert Elliott

HE/las

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-12/08/97--01127--003  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

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97 DEC -8 PM 2:31  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

46-8-21  
12-9-97

ARTICLES OF INCORPORATION  
OF

NICK SCHNEIDER ROOFING, INC.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby file for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

NICK SCHNEIDER ROOFING, INC.

The principal place of business of this corporation shall be:

3012 Arbor Oaks Drive, Tarpon Springs, FL 34689

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address and mailing address of the initial registered office of the corporation shall be:

3012 Arbor Oaks Drive  
Tarpon Springs, FL 34689

The initial registered agent of the corporation is Patricia E. Schneider, whose address is 3012 Arbor Oaks Drive, Tarpon Springs, FL 34689.

Herbert Elliott  
Attorney at Law

FLORIDA BAR NUMBER  
210528

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FLORIDA 34689

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FACSIMILE (813) 937-5453

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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 at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII. DIRECTORS

The Corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one.

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

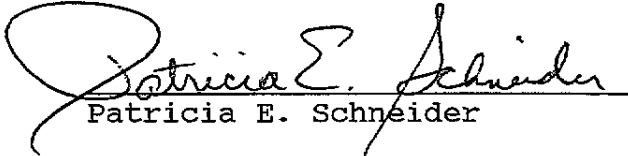
Nicholas R. Schneider                      President

Patricia E. Schneider                      Secretary/Treasurer

ARTICLE X. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation are:

Patricia E. Schneider  
3012 Arbor Oaks Drive  
Tarpon Springs, FL 34689

  
Patricia E. Schneider

Herbert Elliott  
Attorney at Law

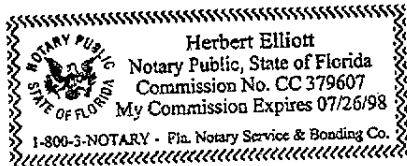
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STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28th  
day of November, 1997 by Patricia E. Schneider.



Herbert Elliott  
NOTARY PUBLIC  
My Commission Expires:

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation in the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.

Patricia E. Schneider  
Patricia E. Schneider

Herbert Elliott  
Attorney at Law

FLORIDA BAR NUMBER  
210528

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FLORIDA 34689

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To: Department of State  
Tallahassee, Florida

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned not for profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is:

Nick Schneider Roofing, Inc.

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

Patricia E. Schneider  
3012 Arbor Oaks Drive  
Tarpon Springs, FL 34689

Dated: Nov 28, 1997

Nicholas R. Schneider  
President

AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree 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, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Dated: Nov 28, 1997

Patricia E. Schneider  
Patricia E. Schneider  
Registered Agent

Herbert Elliott  
Attorney at Law

FLORIDA BAR NUMBER  
210528

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