

P98000003488

Swann, Hadley & Alvarez, P.A.

Attorneys and Counselors at Law

FILED

P.O. BOX 1961

WINTER PARK, FLORIDA 32790-1961

TELEPHONE (407) 647-2777

FAX (407) 647-2157

Pervie P. Swann (1895 - 1984)

R. Raul Alvarez, Jr.

Stuart P. Buchanan

Ralph V. Hadley, III

Thomas H. Justice, III

Jeffrey P. Milhausen

Richard R. Swann

Griffith J. Winthrop, III

Of Counsel:

L. Pharr Abner

98 JAN 12 AM 11:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Tallahassee Office:

2710 North Orange Blossom Trail

Suite 201

Tallahassee, Florida 32304

Telephone (407) 944-4333

Fax (407) 944-4336

8 January, 1998

Reply To:

Winter Park Office

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

700002396767--5

-01/12/98--01045--017

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Southern Roofing Distributors, Inc.

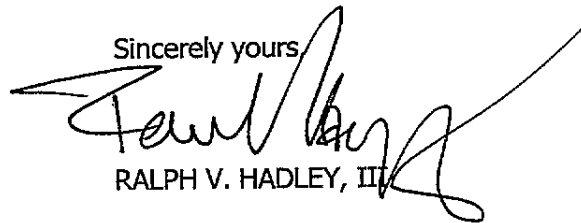
Dear Sir or Madam:

I enclose the following:

1. Executed original and 1-copy of Articles of incorporation including Acceptance of Registered Agent Designated in Articles; and
2. Our firm's check in the amount of \$70 in payment of:
  - a) Profit corporation filing fee \$ 35.00
  - b) Registered Agent designation 35.00

Please file the enclosed Articles and return a stamped copy to this office.

Sincerely yours



RALPH V. HADLEY, III

RVH,III/ja

Encs.

P. Hall JAN 13 1998

ARTICLES OF INCORPORATION  
OF  
SOUTHERN ROOFING DISTRIBUTORS, INC.

FILED  
98 JAN 12 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: SOUTHERN ROOFING DISTRIBUTORS, INC.  
The address of the principal office of this corporation shall be 2160 Terrace Boulevard, Longwood, Florida 32779, and the mailing address of the corporation shall be the same.

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 at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2160 Terrace Boulevard, Longwood, Florida 32779, and the name of the initial registered agent of the corporation at that address is Douglas M. Cook.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Douglas M. Cook.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.


ARTICLE VIII. INCORPORATOR

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

Douglas M. Cook  
2160 Terrace Boulevard  
Longwood, Florida 32779

IN WITNESS WHEREOF, the undersigned being the sole subscriber to these Articles of Incorporation, does hereby make and file the Articles of Incorporation, and certifies that the facts herein stated are true, and accordingly, has hereunto set his hand and seal this

8th day of <sup>JANUARY 1998</sup> December, 1997.

  
\_\_\_\_\_  
DOUGLAS M. COOK

STATE OF FLORIDA  
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 8<sup>th</sup> <sup>JANUARY 1998</sup> day of December, 1997, by  
Douglas M. Cook, who is personally known to me.

NOTARY PUBLIC



JOYCE M. ADKINS  
MY COMMISSION # CC460000 EXPIRES  
June 20, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

(Sign) Joyce M. Adkins  
(Print) Joyce M. Adkins  
STATE OF FLORIDA AT LARGE (SEAL)  
MY COMMISSION EXPIRES:  
COMMISSION NO. \_\_\_\_\_

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Douglas M. Cook, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under §607.0505, Florida Statutes.

Douglas M. Cook  
Douglas M. Cook

FILED  
98 JAN 12 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA