

P980000010575

LAW OFFICES OF

ALAN BERNSTEIN, P.A.

4869-4 OKEECHOBEE BLVD.
(N.E. CORNER OKEE. & HAVERHILL)
WEST PALM BEACH, FLORIDA 33417
(561) 689-5100
TELECOPIER (561) 689-4221

BOCA HAMPTONS PLAZA
9070 KIMBERLY BLVD., SUITE 25
BOCA RATON, FLORIDA 33434
(561) 483-5100
TELECOPIER (561) 451-4221

ALAN BERNSTEIN*

*Also Member NY Bar

Please Reply To:
POST OFFICE BOX 220745
WEST PALM BEACH, FL 33422

January 30, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

600002419096--3
-02/02/98--01142--003
***122.50 ***122.50


Re: ALL COUNTY ROOFING, INC.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of the referenced corporation, together with the filing fee in the amount of \$122.50. Please file the original and return the copy to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,


Alan Bernstein
AB:gb
Enclosures

FILED
98 FEB -2 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 2/3/98

ARTICLES OF INCORPORATION

OF

ALL COUNTY ROOFING, INC.

FILED

98 FEB -2 AM 10: 54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ALL COUNTY ROOFING, INC.

ARTICLE II - DURATION

This corporation shall commence on the date of filing of these Articles with the Secretary of State and shall have a perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business for which corporations may be incorporated under the Florida General Corporations Act and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of the corporation shall be 5322 Edham Road, West Palm Beach, Florida 33415, with the privilege of having branch offices at any other place.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4869-4 Okeechobee Boulevard, West Palm Beach, Florida 33417 and the name of the initial registered agent is ALAN BERNSTEIN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

KEVIN HOVER
5322 Edham Road
West Palm Beach, Florida 33415

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

KEVIN HOVER
5322 Edham Road
West Palm Beach, Florida 33415

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of January, 1998



KEVIN HOVER

STATE OF FLORIDA

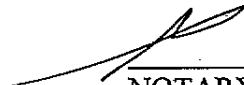
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared KEVIN HOVER, who produced

Florida Driver License as

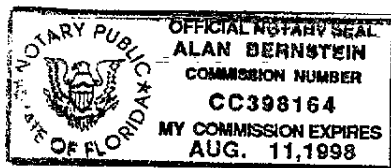
identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 29th day of January, 1998.



NOTARY PUBLIC
ALAN BERNSTEIN

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR 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 ALL COUNTY ROOFING, INC. desiring to organize under the
laws of the State of Florida with its principal office, as indicated in the Articles of
Incorporation at the City of West Palm Beach, County of Palm Beach, State of Florida,
has named ALAN BERNSTEIN, as its agent to accept service of process within this
State.

ACKNOWLEDGMENT

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 provisions of said Act relative to keeping open said
office.

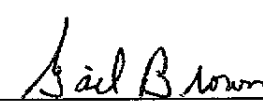

ALAN BERNSTEIN

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take
acknowledgments, appeared ALAN BERNSTEIN to me personally known and who
executed the foregoing instrument and acknowledged before me that he executed the same
freely.

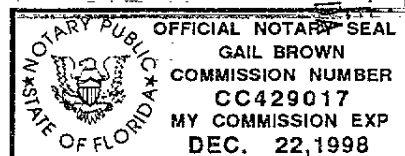
29th day of January, 1998.

WITNESS my hand and official seal in the County and State last aforesaid this


NOTARY PUBLIC

GAIL BROWN

My commission expires:



FILED

98 FEB -2 AM 10:51