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February 25, 1998

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Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

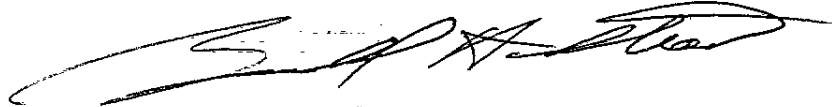
Re: PACESETTER ROOFING SYSTEMS, INC.

Dear Sir or Madam:

Enclosed are the original and a copy of Articles of Incorporation of the above corporation, resident agent form and check in the amount of \$122.50 for fees and taxes.

Please certify and return a copy of same at your earliest convenience.

Yours very truly,



GERALD H. STEAD

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Enclosures

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
PACESETTER ROOFING SYSTEMS, INC.**

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**ARTICLE I**

The name of this corporation is **PACESETTER ROOFING SYSTEMS, INC.**

**ARTICLE II**

This corporation shall have perpetual existence.

**ARTICLE III**

The general nature of the business and objects and purposes to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, viz:

A. To purchase or otherwise acquire, hold and deal in real and personal property and any interest therein; and to establish and carry on any business which may seem calculated to enhance the value of the property or rights of the corporation, or to facilitate the disposition thereof.

B. To do all things and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of or as interested in any property or

otherwise, with all the powers now or hereafter conferred by the laws of the State of Florida upon corporations.

C. To contract debts and borrow money, sue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

#### **ARTICLE IV**

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

#### **ARTICLE V**

The street address of the initial registered office of this corporation is 5110 South MacDill Avenue, Suite 2, Tampa, Florida 33611. The name of the initial registered agent of this corporation at that address is **JEFFREY CHEVALIER**.

#### **ARTICLE VI**

The mailing address of the principal office of this corporation is: 5110 South MacDill Avenue, Suite 2, Tampa, Florida 33611.

#### **ARTICLE VII**

This corporation shall have one director initially. The number of directors may either be 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 directors of this corporation is:

**JEFFREY CHEVALIER - 5110 South MacDill Avenue, Suite 2, Tampa,  
Florida 33611.**

GERALD H. STEAD, P.A.  
1311 WEST FLETCHER AVE. - SUITE A TAMPA, FLORIDA 33612  
PHONE 968-5538

The name and address of the officer of this corporation is:

**JEFFREY CHEVALIER\ President, Secretary, Treasurer, Resident Agent  
and Director - 5110 South MacDill Avenue, Suite 2, Tampa, Florida 33611.**

#### **ARTICLE VIII**

The name and address of the person signing these Articles is: **JEFFREY  
CHEVALIER - 5110 South MacDill Avenue, Suite 2, Tampa, Florida 33611.**

#### **ARTICLE IX**

The power to adopt, amend or repeal By-laws shall be vested in the Board of  
Directors and Shareholders.

#### **ARTICLE X**

Shares of capital stock of this corporation shall be issued initially to the  
following persons and in the amount set opposite their names:

**JEFFREY CHEVALIER - Four Hundred (400) shares.**

**SHIRLEY DONNELL - Fifty (50) shares.**

**MICHAEL DONNELL - Fifty (50) shares.**

Shares held by the initial shareholders listed above may not be resold or  
otherwise transferred to other persons unless such shares are first offered to the  
remaining shareholders or to this corporation. The price and terms at which,  
and the time within which, such shares may be offered and sold shall be further  
specified by written agreement among all of the shareholders of this  
Corporation.

**ARTICLE XI**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings must be attended in fact in person by each director.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 24<sup>th</sup> day of FEB, 1998

  
JEFFREY CHEVALIER

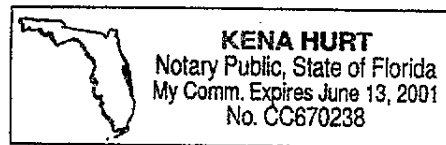
**STATE OF FLORIDA**

**COUNTY OF HILLSBOROUGH**

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County above named, personally appeared **JEFFREY CHEVALIER**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my seal this 24<sup>th</sup> day of February, 1998.

  
NOTARY PUBLIC



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT **PACESETTER ROOFING SYSTEMS, INC.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED **JEFFREY CHEVALIER**, LOCATED AT 5110 SOUTH MACDILL AVENUE, SUITE 2, CITY OF TAMPA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

(CORPORATE OFFICER)

TITLE

President

DATE

February 24, 1998

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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 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.

SIGNATURE

(RESIDENT AGENT)

DATE

February 24, 1998

GERALD H. STEAD, P.A.

1311 WEST FLETCHER AVE. - SUITE A TAMPA, FLORIDA 33612

PHONE 968-5538