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FOSTER, FOSTER & HEFFLING
ATTORNEYS AT LAW

501 SOUTH FLAGLER DRIVE
FLAGLER CENTER SUITE 305
WEST PALM BEACH, FLORIDA 33401

JOHN FENN FOSTER
JOHN D. HEFFLING
LANCE C. FUCHS

TELEPHONE (561) 832-5070
FACSIMILE (561) 832-9060

ROBERT MCK. FOSTER
OF COUNSEL

ROBERT M. FOSTER (1893-1958)

March 19, 1998

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: V.R.C.C., Inc.
MPG ROOFING, Inc.


Dear Sir or Madame:

Enclosed please find two (2) original Articles of Incorporation for the above referenced corporations, along with a check in the amount of \$140.00.

Please return a stamped original of each of the Articles for our records.

Should you have any questions, please call.

Very truly yours,


Lisa Bogatin
Secretary to Lance C. Fuchs, Esq.

/lb

Enclosures

FILED
98 MAR 23 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 3/25/98

**ARTICLES OF INCORPORATION
OF**

V.R.C.C., INC.

FILED
98 MAR 23 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

CORPORATE NAME AND PRINCIPAL OFFICE

The name and mailing address of this Corporation is: V.R.C.C, Inc., 2679 NW 42nd Street, Boca Raton, Florida 33434.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III

PURPOSE

The general purposes for which the Corporation is organized are the following:

- a. To engage in and transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- b. To do such other things as are incidental to the purpose of Corporations or necessary or desirable in order to accomplish them.
- c. To engage in the operation of a business dedicated to the maintenance of roofs

and buildings and to carry on any business necessary or incidental to the accomplishment or furtherance of the purpose or object of this Corporation.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) Shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 501 South Flagler Drive, Suite 305, West Palm Beach, FL 33401. The name of its initial registered agent at that address is John D. Heffling.

ARTICLE VI

INCORPORATORS

The name and address of the person signing these Articles of Incorporation as the incorporator is: John D. Heffling, Esq., 501 South Flagler Drive, Suite 305, West Palm Beach, FL 33401.


ARTICLE VII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote,

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for V.R.C.C., INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


JOHN D. HEFFLING

Date: March 19, 1998

FILED

98 MAR 23 AM 10:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend and repeal the bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the bylaws must be approved by a majority of the shareholders.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 19 day of March, 1998.




JOHN D. HEFFLING

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a Notary Public, personally appeared JOHN D. HEFFLING, to me known to be the person described as incorporator or who has provided his Florida drivers license as proof of identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 19 day of March, 1998.



Notary Public, State of Florida

