

P98000042059

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

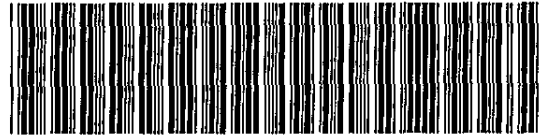
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700041939867

10/22/04--01001--003 **43.75

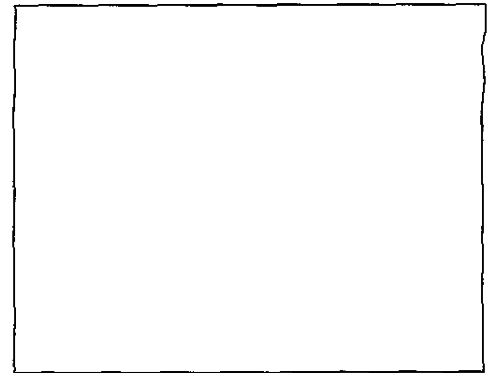
FILED
04 OCT 21 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
OCT 21 11:23:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + Rest.

G. Cavallotto OCT 21 2004

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446



OFFICE USE ONLY

WALK-IN FILING

CORPORATION NAME

1. GENERAL ROOFING SERVICES, INC.

CHECK # 1365

AMOUNT \$43.75

PLEASE RETURN THE FOLLOWING:

(1) CERTIFIED COPY & (1) STAMPED COPY

DOCUMENT TYPE:

___ NEW FILING

___ AMENDMENT

___ REGISTRATION / QUALIFICATION

XXX AMENDED & RESTATED ARTICLES

Examiner's Initials

FILED
04 OCT 21 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION OF
GENERAL ROOFING SERVICES, INC.**

Pursuant to the provisions of §607.1008 of the Florida Business Corporation Act, the undersigned corporation hereby submits these Articles of Amendment and Restatement of the Articles of Incorporation of General Roofing Services, Inc. and the Fifth Amended and Restated Articles of Incorporation of General Roofing Services, Inc. attached hereto.

1. The name of this corporation is General Roofing Services, Inc. (the "Corporation").

2. The Corporation filed a voluntary petition under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Northern District of Texas (the "Bankruptcy Court") on May 3, 2004.

3. The Bankruptcy Court approved the terms of the plan of reorganization of the Corporation and certain other affiliated debtors pursuant to that Order Confirming First Amended Plan of Reorganization under Chapter 11 of the United States Code, as Modified, and Granting Debtor's Motion for Substantive Consolidation entered on October 5, 2004 (the "Confirmation Order").

4. The Fifth Amended and Restated Articles of Incorporation of General Roofing Services, Inc. attached as Exhibit A hereto are being filed pursuant to the terms of the Confirmation Order and the Plan (as defined in the Confirmation Order). The Bankruptcy Court has jurisdiction over this matter pursuant to Title 11, United States Code, 11 U.S.C. §§ 101 et seq.

5. The *Fourth Amended and Restated* Articles of Incorporation of General Roofing Services, Inc. are superseded in their entirety and replaced by the Fifth Amended and Restated Articles of Incorporation of General Roofing Services, Inc. attached as Exhibit A hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment and Restatement of the Articles of Incorporation of General Roofing Services, Inc. on behalf of the Corporation as of the 21 day of October, 2004.

GENERAL ROOFING SERVICES, INC.

By: *David Hastings*
Name: David Hastings
Title: Treasurer

EXHIBIT A

**FIFTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GENERAL ROOFING SERVICES, INC.**

Pursuant to the provisions of Section 607.1008 of the Florida Business Corporation Act, the undersigned Florida profit corporation amends and restates its Articles of Incorporation as provided herein.

**ARTICLE I
NAME**

The name of this Corporation is General Roofing Services, Inc. (the "Corporation"). The street address of the initial principal office and the mailing address of the Corporation is 3323 West Commercial Boulevard, Suite 200, Ft. Lauderdale, Florida 33309.

**ARTICLE II
NATURE OF BUSINESS**

This Corporation is formed for the following purposes:

- (i) to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida;
- (ii) to generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned; and
- (iii) to do anything 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 hereinbefore enumerated or incidental to the purposes and powers of this Corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of stock which this Corporation shall have authority to issue is 3,000,000, all of which shall be shares of common stock, par value \$0.01 per share (the "Common Stock"). The Corporation shall issue and deliver 2,600,000 shares of Common Stock to the Senior Lenders and the Post-Petition Lenders (each as defined in the Plan (as defined below)) to satisfy the Corporation's obligations under that First Amended Plan of Reorganization under Chapter 11 of the United States Bankruptcy Code (the "Plan") of the Corporation and certain other debtors as debtors in possession in a Chapter 11 proceeding, case number 04-35113-HDH-11 commenced in the United States Bankruptcy Court for the Northern District of Texas (the "Bankruptcy Court"). Notwithstanding anything to the contrary contained herein or

in the Florida Business Corporation Act, to the extent, and only for so long as is required by Section 1123(a)(6) of Title 11, United States Code, 11 U.S.C. §§ 101 et seq., the Corporation (i) shall not issue any shares of non-voting equity securities, (ii) shall provide, as to the several classes of securities possessing voting power (if more than one are issued), an appropriate distribution of such power among such classes, including, in the case of any class of equity securities having a preference over another class of equity securities with respect to dividends, adequate provisions for the election of directors representing such preferred class in the event of default in the payment of such dividends.

All rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock. Cumulative voting by any shareholder is hereby expressly prohibited.

The holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors of the Corporation, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of the Common Stock in accordance with their respective rights and interests.

No shareholder of the Corporation shall have, by reason of its holding shares of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of stock of the Corporation now or hereafter to be authorized, or any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, equity securities, or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or other rights of such shareholder.

ARTICLE IV **BOARD OF DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation as of this date shall be six (6). The directors on the date hereof shall be Donald F. Barrickman (Chairman), Fritz Holland, James Dumler, John Cook, Bartley Roggensack, and Steven B. Stemper.

ARTICLE V **TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent of this Corporation at that address is CT Corporation.

ARTICLE VII
INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees, agents, or any person or persons who may have served at its request or election as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, to the full extent permitted by law in existence now or hereafter. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or such person's legal representative may be made a party or may be threatened to be made a party, by reason of such person's being or having been a director, officer, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which such person may be lawfully granted.

ARTICLE VIII
CONTROL SHARE ACQUISITION

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act.

* * * *

On October 5, 2004, the Bankruptcy Court approved these Fifth Amended and Restated Articles of Incorporation of General Roofing Services, Inc. pursuant to the Plan and the Confirmation Order.

IN WITNESS WHEREOF, the undersigned has executed these Fifth Amended and Restated Articles of Incorporation of General Roofing Services, Inc. as of the 21 day of October, 2004.

GENERAL ROOFING SERVICES, INC.

By:

Ann D. Habtingo
Name: *Ann D. Habtingo*
Title: *Treasurer*