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Keith Poole, P.C.
1432 Heritage Glen Drive
Marietta, GA 30068
(770) 971-0109

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 27 PM 4:02

May 26, 1998

Secretary of State
Corporations Division
State of Florida
409 East Gaines Street
Tallahassee, FL 32399

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-05/27/98-01067-023
***122.50 ***122.50

Dear Secretary of State:

I am requesting that you incorporate A & B ROOFING AND METAL, INC.
Enclosed please find the following materials:

1. An original and two copies of the Articles of Incorporation; and
2. A check in the amount of \$122.50 dollars;

If there are any questions regarding this matter, please call or write me. Thank
you for your assistance on this matter.

Very truly yours,


Keith Poole

D. BROWN JUN - 1 1998

ARTICLES OF INCORPORATION
OF
A & B ROOFING AND METAL, INC.

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The undersigned, for the purpose of forming and organizing a corporation pursuant to the provisions of the Florida General Corporation Act does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be known as A & B ROOFING AND METAL, INC. The principal place of business of the corporation shall be at 737 Highway 98 East, Suite 7, Destin, FL 32541.

ARTICLE II

This Corporation is organized pursuant to the provisions of the Florida General Corporation Act.

ARTICLE III

The Corporation shall have perpetual duration.

ARTICLE IV

The corporation is a corporation for profit and pecuniary gain and is organized for the general purpose of providing building and electrical work and for engaging in any lawful purpose not specifically prohibited under the Florida General Corporation Act. The corporation is organized to do any and all acts necessary, convenient, expedient, ancillary or in aid to the accomplishment of its purposes and shall in addition be authorized without limitation to operate in any legal business authorized by law for the purpose of making a profit or pecuniary gain.

ARTICLE V

The corporation shall have authority, acting by its Board of Directors, to issue not more than 10,000 shares of Series A common stock, all of which shall be shares without par value and not more than 10,000 shares of Series B common stock, all of which shall be shares without par value.

ARTICLE VI

The initial Board of Directors shall consist of one member:

Al Peels
737 Highway 98 East
Suite 7
Destin, FL 32541

ARTICLE VII

The name and address of the incorporator is Keith Poole, 1432 Heritage Glen Drive, Marietta, GA 30068.

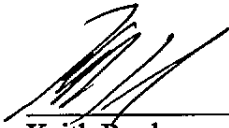
ARTICLE VIII

The corporation shall be authorized to select to use the provisions of Section 1362 of the Internal Revenue Code and to exercise any other further options, including but not limited to Section 1244, as deemed advisable or available under the rules and regulation of the Internal Revenue Service.

ARTICLE X

The registered agent shall be Al Peels. The address of the registered agent is 737 Highway 98 East, Suite 7, Destin, FL 32541. The office of the registered agent is 737 Highway 98 East, Suite 7, Destin, FL 32541.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 26th day of May, 1998.



Keith Poole
Attorney at Law
1432 Heritage Glen Drive
Marietta, GA 30068
(770) 971-0109

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 607.325 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the Corporation is A & B ROOFING & METAL, INC.
2. The name and address of the registered agent and office is Al Peels, 737 Highway 98 East, Suite 7, Destin, FL 32541

SIGNATURE



Al Peels
PRESIDENT

DATE

5-26-98

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 COMPLY WITH THE PROVISIONS OF ALL THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE



Al Peels

DATE

5-26-98