

P98000051725

APITAL CONNECTION, INC.

Virginia Street, Suite 1 • Tallahassee, Florida 32301
4-8870 • 1-800-342-8062 • Fax (850) 222-1222

Raver Roofing Inc

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*****35.00 *****35.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ☒ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

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2001 JUL -9 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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01 MAY 29 AM 10:58
DIVISION OF CORPORATION

G. COULLETTE JUL 09 2001

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

R. William Lyng, P.A.

Attorney At Law
12 South Orlando Avenue
Kissimmee, Florida 34741

(407) 847-6137
Fax (407) 847-0278

July 5, 2001

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Attn: Cheryl Coulliette, Document Specialist, Letter No. 801A00032662

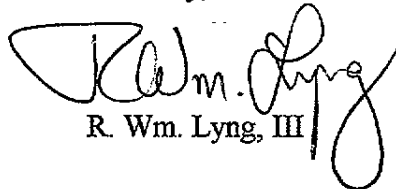
RE: Raver Roofing, Inc. Ref. Number P98000051725

Dear Ms. Coulliette:

Enclosed please find the "Amended and Restated Articles of Incorporation of Raver Roofing, Inc.," as well as the Certificate for Raver Roofing, Inc. pursuant to your instructions in your letter of May 29, 2001.

Also enclosed is a copy of your May 29, 2001 letter to Capital Connection, Inc. regarding this amendment for Raver Roofing, Inc.

Sincerely,


R. Wm. Lyng, III

Enclosures as noted.

cc: Raver Roofing, Inc.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 29, 2001

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: RAVER ROOFING, INC.
Ref. Number: P98000051725

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DIVISION OF CORPORATIONS

We have received your document for RAVER ROOFING, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 801A00032662

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RAVER ROOFING, INC.**

The undersigned, acting as the President of a corporation under the Florida General Corporations Act, amends the articles of incorporation for such corporation. This amendment shall totally replace and supercede the previous Articles of Incorporation of RAVER ROOFING, INC. The number of votes cast for the amendment by the shareholders was sufficient for approval; being unanimously adopted on April 27, 2001.

ARTICLE I – NAME: The name of the corporation is RAVER ROOFING, INC.

ARTICLE II – PURPOSE: This corporation is organized for the purpose of roofing installation and conducting all business or activities legally permitted under the laws of the United States and the State of Florida.

ARTICLE III - DURATION: The period of the duration of the corporation is to be perpetual.

ARTICLE IV – CAPITAL STOCK: This corporation is authorized to issue 10,000 shares of common stock of no par value.

ARTICLE V – INITIAL REGISTERED OFFICE: The street address of the registered office of this corporation is 1011 Carolina Avenue, St. Cloud, Florida 34769; and the name of the registered agent of this corporation at said address is BRADLEY A. RAVER.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI – SHAREHOLDER MANAGEMENT: This corporation shall not have a Board of Directors, but shall be managed directly by or under the direction of the shareholders.

ARTICLE VII – OFFICERS: The business of the corporation is to be conducted by a President and Secretary, and the Stockholders and such other officers, agents, or committees as the Stockholders may create, adopt, select and appoint. No officer shall be required to be a Stockholder except the President as a condition precedent to the right to hold office.

ARTICLE VIII – CURRENT OFFICERS: At the time of this Amendment, the officers of RAVER ROOFING, INC. are as follows:

President:	Bradley A. Raver
Vice President:	John Anderson
Secretary:	Kathy Bencz

ARTICLE IX – RESTRICTIONS ON TRANSFER OF SHARES: In the event any Shareholder should receive a bona fide offer to purchase any shares, or otherwise transfer any shares, and should any Shareholder desire to sell such share or shares, or be compelled to do so, or should a transfer result or be required for any reason, then the other shareholders shall hold and enjoy the first right and privilege to purchase said shares for the price and on the terms of said bona fide offer or other price as may be fixed in the by-laws of RAVER ROOFING, INC. The selling Shareholder or person responsible for the transfer, shall notify all other Shareholders and the Secretary of the Corporation by registered mail, in writing, of said offer and all other Shareholders shall

have a period of 15 days from receipt thereof within which to notify the Secretary of the Corporation in writing of their desire to purchase said shares for said price and on said terms. Should all other Shareholders fail to do so, the selling or recipient Shareholders shall have the right to accept such other offer or shares. In the event any Shareholders do elect to purchase said share or shares, the Secretary of the Corporation shall allow electing Shareholders to purchase same and shall transfer the records and certificates of shares only to the electing Shareholders in proportion to their number of shares previously held. The transfer value of any shares which are subject of an involuntary transfer, whether from death, incapacity, divorce, bankruptcy, or any other cause, shall be as established in the by-laws of the corporation.

ARTICLE X – UNISSUED SHARES: In the event the Corporation should, except as provided in Article IX above, transfer or sell any un-issued shares, the Corporation shall give to all Shareholders the first right and privilege to purchase said shares for the price and on the terms of sale to any other party. The Secretary of the Corporation shall notify all Shareholders in writing of said offer and Shareholders shall have a period of 15 days from receipt thereof within which to notify the Secretary of the Corporation in writing of their desire to purchase said shares for said price and on said terms. Should all Shareholders fail to do so, the Corporation shall have the right to sell the shares to be issued. In the event Shareholders do elect to purchase said shares, they may purchase same in proportion to the number of shares they already hold. Such proportional sale shall be conducted by the Secretary of the Corporation in the manner set forth for sale of shares or transfers by a Shareholder as set forth in Article IX preceding.

ARTICLE XI – AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Stockholders by a majority entitled to vote thereon at one (1) vote per share.

IN WITNESS WHEREOF, the undersigned President has subscribed to these Amended and Restated Articles of Incorporation this 3 day of JULY, 2001.



BRADLEY A. RAVER

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BRADLEY A. RAVER, known to me and known by me to be the person who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of July, 2001.



Notary Public, State of Florida at Large

Printed Name: Kathryn Bencz

My Commission No. CC895748

My Commission Expires Dec. 15, 2003

KATHRYN BENCZ
Notary Public, State of Florida
My comm. exp. Dec. 15, 2003
Comm. No. CC895748

CERTIFICATE FOR RAVER ROOFING, INC.

THIS CERTIFICATE accompanies the Amended and Restated Articles of Incorporation of Raver Roofing, Inc. and verifies that a Special Shareholders Meeting was held on April 27, 2001 and that:

1. The amendment and restatement was adopted on April 27, 2001 by approval of the shareholders.
2. The number of votes cast for the amendment by the shareholder was sufficient for approval; the approval being unanimously adopted by the shareholders.
3. The Amended and Restated Articles of Incorporation of Raver Roofing, Inc. were amended to establish the corporate purpose, duration and shareholder management of the corporation.
4. The shareholders ratified and adopted the form of the amended articles on April 27, 2001.


KATHY BENCZ, Secretary
RAVER ROOFING, INC.