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Law Office of
RHONDA HOLLANDER, P.A.

1861 N. Federal Highway, #191
Hollywood, Florida 33020

Phone (954) 523-3888

June 30, 1998

ATTN: BARBARA
Attorney's Title Insurance Fund
Leon Branch
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

Return to
F/U ASAP

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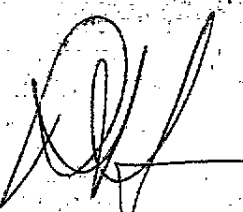
RE: 21st CENTURY ROOFING, INC.

Dear Barbara:

Enclosed please find the Articles of Incorporation with regard to the above company, together with my check made payable to the Secretary of State in the amount of \$70.00 for the filing fee. I would appreciate it if you would please hand deliver the Articles to the Secretary of State for filing, fax a copy of the confirmation of filing to this office and mail the originals to me.

Thank you for your courtesy and cooperation. If you have any questions, please do not hesitate contacting me.

Very Truly Yours,


RHONDA HOLLANDER, ESQ.
RH/tw
Encl: Articles of Incorporation
Check for \$70.00

P Hall

JUL - 6 1998

5

DIVISION OF CORPORATION
98 JUL - 6 PM 12:21

RECEIVED

FILED
98 JUL - 6 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

21st CENTURY ROOFING, INC.

FILED

98 JUL -6 PM 2: 21

**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: NAME

The name of the Corporation is **21st CENTURY ROOFING, INC.**

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida. The purpose is for a roofing business.

ARTICLE IV: S CORPORATION

The corporation elects to be organized as a S Corporation in accordance with Internal Revenue Service designation.

ARTICLE V: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be One hundred (100) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder hereof to one (1) vote at any meeting of the stockholders.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the Corporation will be Rhonda Hollander, P.A., 1861 North Federal Highway, #191, Hollywood, Florida 33020. The initial street address of the

principal office of the Corporation will be 21st CENTURY ROOFING, INC., 1440 Coral Ridge Drive, Suite 224, Coral Springs, Florida 33071, but from time to time the corporation may move the principal office to any other address.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation will have one director. The number of directors may be either increase or diminished from time to time by the by-laws. The name and address of the persons who is to serve as members of the initial Board of Directors are:

David Ken Loyer, as President, Secretary and Treasurer
1440 Coral Ridge Drive, Suite 224
Coral Springs, Florida 33071

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Rhonda Hollander, Esq. 1861 N. Federal Highway, #191, Hollywood, Florida 33020.

ARTICLE IX: AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 30th day of June, 1998.



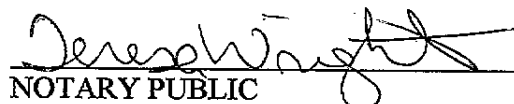
INCORPORATOR

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Rhonda Hollander, Esq. As Incorporator, known to me and known to be the person who executed the following Articles of Incorporation who did not take an oath.



Teresa Wright
My Commission CC604296
Expires November 26, 2000



NOTARY PUBLIC

MY COMMISSION EXPIRES:

FILED

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

98 JUL -6 PM 2: 21

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

21st CENTURY ROOFING, INC., desiring to organize under the laws of the State of

Florida, with its principle office as indicated in the Articles of Incorporation has named Rhonda Hollander, P.A. as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named as registered agent of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.

DATED this 30th day of June, 1998


REGISTERED AGENT