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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 AM 9:30

Stephen H. Mattutat
Certified Public Accountant
3026 Killarney Drive
Pace, Florida 32571

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-08/07/98--01070--001
****122.50 ****122.50

City/State/Zip Phone #

(850) 994-5267

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Pinnacle Roofing Company, Inc.
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Stephen H. Mattutat GAVE
AUTHORIZATION BY PHONE TO
CORRECT R/A Resignation
DATE 8-13-98
DOC. EXAM Douglas Brown

Examiner's Initials

PINNACLE ROOFING COMPANY, INC.
ARTICLES OF INCORPORATION

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A CLOSE CORPORATION

FIRST

NAME & ADDRESS OF INCORPORATOR

Stephen H. Mattutat, whose address is 3026 Killarney Drive, Pace, Florida 31257 being at least eighteen years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Florida.

SECOND

The name of the corporation (which is hereafter referred to as the "Corporation" is Pinnacle Roofing Company, Inc., a Close Corporation.

THIRD

The purposes for which the Corporation is formed are to perform roofing and general contracting services and any other activity that is legal in the state of Florida.

FOURTH

The post office address of the principal office of the Corporation in this state is 3026 Killarney Drive, Pace, Florida 32571. The name and address of the Registered Agent of the Corporation in this state is Stephen H. Mattutat, 3026 Killarney Drive, Pace, Florida 32571. Said Registered Agent is an individual actually residing in this state.

FIFTH

The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SIXTH

The number of Directors of the Corporation shall be One, which may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that;

- (1) If there is no stock outstanding, the number of Directors may not be less than one (1); and
- (2) If there is stock outstanding, and so long as there are less than Two (2) stockholders, the number of Directors may be One (1), but not less than the number of stockholders.

The name and address of the Director who shall act until the first annual meeting of the shareholders or until the successors are chosen and qualify is Stephen H. Mattutat, 3026 Killarney Drive, Pace, Florida 32571

SEVENTH

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and stockholders:

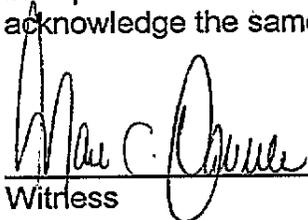
- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized;
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, restrictions and qualifications of, the dividends on, the terms and prices of redemption of, and the conversion rights of such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Articles of Incorporation, or constructed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the state of Florida now or hereafter in force.

EIGHTH

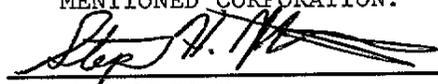
Except as may otherwise be provided by the Board of Directors, no holder of any share of stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instrument evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation as the incorporators of this Corporation, this 3rd day of AUGUST, 1998, and I acknowledge the same to be my act.



Witness

I UNDERSTAND AND ACCEPT THE DUTIES
AS REGISTERED AGENT FOR THE ABOVE
MENTIONED CORPORATION.



Stephen H. Mattutat
INCORPORATOR/REGISTERED AGENT

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