



**ARTICLES OF INCORPORATION  
OF  
THE ROOF DOCTOR, Inc.**

ARTICLE 1

The name of the Corporation is : **THE ROOF DOCTOR, INC.**

Principal Office: 530 N. E. 50th Terrace  
Miami, Florida, 33137

ARTICLE 2

The Corporation may engage or transact in any or all activity or business permitted under laws of the United States and the State of Florida. The Corporation shall exist perpetually.

ARTICLE 111

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of One - Dollars (\$1.00) par value common stock, which shall be designated "Common Shares." The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

CUMULATIVE VOTING

At each election for directors, every holder of the capital stock (or voting stock, if there is more than one class and one class is non voting) shall have the right to vote in person or by proxy, the number of shares registered in his name for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of his shares equal, or by distributing such votes on the same principle among any number of such candidates. Notice must be given by any shareholder to the President and the Vice-President of the Corporation, not less than twenty-four (24) hours prior to the time set for the holding of a shareholders meeting for the election of the directors, that such shareholders intend to cumulate his vote at the said election.

**FILED**  
98 OCT -2 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V

**PREEMPTIVE RIGHTS**

The registered holders of the shares of the capital stock of the Corporation shall have the preemptive right to purchase additional stock on such equitable terms, prices and conditions as shall be fixed by the Board of Directors for the issuance of any stock in the Corporation from time to time. Such preemptive right shall be exercised in the ratio that the number of shares held by each stockholder bears to the total number of shares outstanding.

ARTICLE VI

**INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

ARTICLE VII

**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida is:

**INITIAL REGISTERED AGENT:** Barry A. Brown

**INITIAL REGISTERED OFFICE:** 530 N. E. 50th Terrace  
Miami, Florida 33137

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept the process on the Corporation at the Initial Registered Office designated in these articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
REGISTERED AGENT:

**FILED**  
98 OCT -2 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTOR(S)**

The Corporation shall have **ONE** director(s) initially. The number of directors may either be increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The Corporation name(s) and addresses(es) of the initial directors of the Corporation are:

Name(s)	Address(es)
<b>Barry Alexander Brown</b>	<b>530 N.E. 50th Terrace Miami, Florida 33137</b>

**ARTICLE IX**  
**INITIAL OFFICER(S)**

The Name(s) and address (Es) of the initial Officers of the Corporation is (are):

NAME	ADDRESS
<b>Barry Alexander Brown</b>	<b>530 N. E. 50th Terrace Miami, Florida 33137</b>

**ARTICLE X**  
**INITIAL SHAREHOLDERS**

The name(s) and address (Es) of the initial stockholder (s) of the Corporation as well as their respective shares is;

Names	Share (s)
<b>Barry A. Brown</b>	<b>100</b>

**ARTICLE XI**  
**SPECIAL VOTE REQUIREMENTS**

The following acts of the Corporation shall not be performed without the written consent of the affirmative vote of two-thirds (2/3) of the issued and outstanding common stock of the Corporation:

- (1) amendment of the Articles of Incorporation
- (2) amendment of the By-laws of the Corporation
- (3) increase the capital stock of the Corporation
- (4) voluntary bankruptcy of the Corporation
- (5) dissolution of the Corporation
- (6) change in preemptive rights in the corporate stock
- (7) abolition of cumulative voting

ARTICLE XII  
INCORPORATOR

The name address of the incorporator executing these Articles of Incorporation is:

Incorporator: Barry Alexander Brown

Address: 530 N. E. 50th Terrace  
Miami, Florida 33137

Barry A. Brown  
INCORPORATOR

Personally appeared before me, the undersigned authority Barry Alexander Brown, who signed the foregoing Affidavit in my presence and who being duly sworn, deposes and says that he knows the contents of said Affidavit.

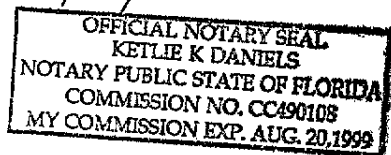
Witness my hand and official seal at Miami, this 22 day of September, 1998

Kettie K. Daniels

Name of Notary Public

My commission expires

8/20/99



Kettie K. Daniels

Signature of Notary

Affiant known & produced I. D.  
Type of I D Florida Driver License

B650-061-50-340-0