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LAW OFFICES
WILLIAMS & MCGUIRE
SUITE 1301, CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

JESSE P. WILLIAMS
L. MILLER WILLIAMS
TERRENCE J. MCGUIRE

JOHN J. TYSON
OF COUNSEL

December 10, 1998

MAILING ADDRESS:
POST OFFICE BOX 3626
ORLANDO, FLORIDA 32802-3626
TELEPHONE (407) 648-4333
FAX (407) 649-9772
EMAIL: millerwms@worldnetatt.net

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

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-12/14/98--01075--001
*****70.00 *****70.00

Re: Steel Systems and Roofs, Inc.
File No.: 8084

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and Certificate of Registered Agent together with a check in the amount of \$70.00 regarding the incorporation of Steel Systems and Roofs, Inc. This check represents the cost of the filing fee, certified copy of Articles of Incorporation and the fee for Registered Agent Designation for the captioned corporation.

If you have any questions, let me know. Otherwise, I appreciate your assistance.

Sincerely,


Terrence J. McGuire

TJM:mb

Enclosures

P. Hall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STEEL SYSTEMS AND ROOFS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STEEL SYSTEMS AND ROOFS, INC.

The address of the principal office of this corporation shall be 892 Silversmith Circle, Lake Mary, Florida 32746, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 255 S. Orange Ave., Suite 1301, Orlando, Florida 32801, and the name of the initial registered agent of the corporation at that address is Terrence J. McGuire, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

J. L. Harbin
Director

892 Silversmith Circle
Lake Mary, Florida 32746

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

J. L. Harbin
President and
Secretary/Treasurer

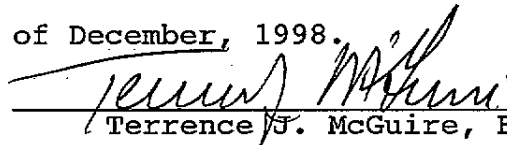
892 Silversmith Circle
Lake Mary, Florida 32746

ARTICLE VIII. INCORPORATOR

The name and street of the incorporator to these Articles of Incorporation:

Terrence J. McGuire, Esquire
Williams & McGuire
255 S. Orange Ave., Suite 1301
Orlando, Florida 32801

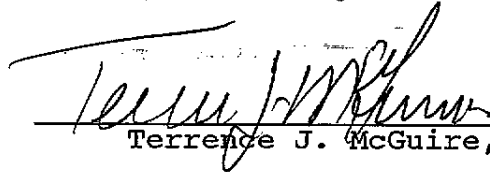
IN WITNESS WHEREOF, the undersigned, has hereunto set his hand
and seal on this 10th day of December, 1998.



Terrence J. McGuire, Esquire

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Terrence J. McGuire, Esquire, attorney at law, duly authorized to practice law in the state of Florida, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Terrence J. McGuire, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA