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LETTER OF TRANSMITTAL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 PM 12:57

DATE : January 5, 1999

SECRETARY OF STATE
DIVISION OF CORPORATIONS
STATE OF FLORIDA
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

700002736557--9
-01/11/99-01095-005
*****122.50 *****78.75

RE : Umbrella Roofing Inc.

GENTLEMEN :

ENCLOSED IS THE ORIGINAL AND ONE COPY OF THE "ARTICLES OF INCORPORATION" TOGETHER WITH A CHECK IN THE AMOUNT OF \$122.50.

THIS REPRESENTS THE COST OF FILING FEES, COPY OF THE "ARTICLES OF INCORPORATION" TO BE CERTIFIED, AND FEES FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

SIGNED :


George McNeal

MAILING ADDRESS OF CORPORATION :
1345 S.E. 2nd Avenue
Cape Coral, FL 33990

PHONE : (941)573-0284

D. BROWN JAN 12 1999

ARTICLES OF INCORPORATION
OF

Umbrella Roofing Inc.

FILED
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DIVISION OF CORPORATIONS
99 JAN 11 PM 12:58

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION,
NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS **Umbrella Roofing Inc.**

ARTICLE II - DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING
TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES
OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE
OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE **one hundred** SHARES
(**100**) OF COMMON STOCK DOLLARS (\$**100.00**) PAR VALUE COMMON STOCK,
WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE PRINCIPAL OFFICE, IF KNOWN, OR THE MAILING ADDRESS OF THE CORPORATION
IS **1345 S.E. 2nd Avenue**
Cape Coral, FL 33990

THIS CORPORATION SHALL HAVE **2** DIRECTOR(S) INITIALLY. THE
NUMBER OF DIRECTORS MAY EITHER INCREASE OR DIMINISH FROM TIME TO TIME
BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND
ADDRESSES OF THE INITIAL DIRECTOR(S) OF THE CORPORATION ARE AS FOLLOWS:

George McNeal
1345 S.E. 2nd Avenue
Cape Coral, FL 33990

Deena Cordingly
1345 S.E. 2nd Avenue
Cape Coral, FL 33990

ARTICLE VII - INCORPORATORS

THE NAMES AND ADDRESSES OF THE INCORPORATORS SIGNING THESE ARTICLES OF
INCORPORATION THIS **fifth** DAY OF **January**, **1999** :

George McNeal
George McNeal

George McNeal
1345 S.E. 2nd Avenue
Cape Coral, FL 33990

Deena Cordingly
Deena Cordingly

Deena Cordingly
1345 S.E. 2nd Avenue
Cape Coral, FL 33990

STATE OF FLORIDA
COUNTY OF LEE .

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN
THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

George McNeal

Deena Cordingly

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT THEY
EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE
AND COUNTY AFORESAID, THIS **fifth** DAY OF **January**, **1999**

Donna Lee Williams
DONNA LEE WILLIAMS, NOTARY PUBLIC



CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Umbrella Roofing Inc.

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PURSUANT TO FLORIDA STATUTES SECTION 48.091 AND 607.0501, THE FOLLOWING
IS SUBMITTED:

THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE
OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF
INCORPORATION AT

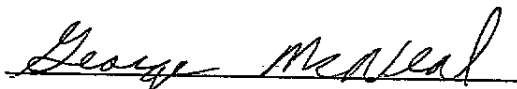
**1345 S.E. 2nd Avenue
Cape Coral, FL 33990**

HAS NAMED **George McNeal**, LOCATED AT THE AFORESAID ADDRESS,
AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
AND BEING FAMILIAR WITH OBLIGATIONS OF THAT POSITION, I HEREBY ACCEPT
TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF
FLORIDA LAW IN KEEPING OPEN SAID OFFICE.

SIGNED :


George McNeal