

P99000047935

Mid-Florida Roofing, Inc.
749 Bistline Avenue
Longwood, FL 32750

May 18, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

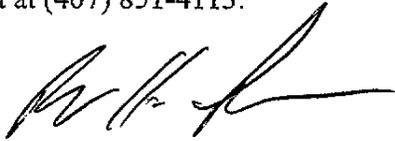
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*****78.75 *****78.75

Subject: Mid-Florida Roofing, Inc.

Dear Sir/Madame,

Enclosed please find an original and one copy of the articles of incorporation for Mid-Florida Roofing, Inc. and a check for \$78.75. If you have any questions please contact my accountant at (407) 851-4113.

Sincerely,



Bob Shoemaker

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of
MID-FLORIDA ROOFING, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is MID-FLORIDA ROOFING, INC.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

749 Bistline Avenue
Longwood, Florida 32750

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 10,000 shares of having a par value of \$.10 per share.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Robert Shoemaker
Mid-Florida Roofing, Inc.
749 Bistline Avenue
Seminole County
Longwood, Florida 32750

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**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Robert Shoemaker
749 Bistline Avenue
Longwood, FL 32750

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

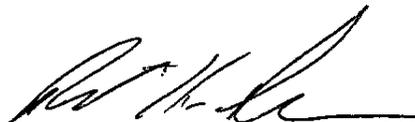
**ARTICLE VIII
OTHER PROVISIONS**

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Corporate Seal. The corporation shall have no corporate seal.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Robert Shoemaker, Incorporator
749 Bistline Avenue
Longwood, FL 32750

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF
FLORIDA.

- 1) The name of the corporation is Mid-Florida Roofing, Inc.
- 2) The name and address of the registered agent and office is:

Robert Shoemaker
749 Bistline Avenue
Longwood, FL 32750

Having been named registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Robert Shoemaker:



Date: 5/18/99

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