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June 3, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-06/07/99--01115--003
*****70.00 *****70.00

Re: HEATON ROOFING, INC.

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation and Acceptance of Registered Agent for HEATON ROOFING, INC.

Also enclosed is our check in the amount of \$70.00 to cover the filing fee and fee for Designation of and Acceptance by a Registered Agent.

Please provide me with a non-certified copy of these Articles of Incorporation.

Thank you for your cooperation in this matter.

Very truly yours,


C. Norris Tilton

CNT:jw
Enclosures

FILED
99 JUN -7 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WS

**ARTICLES OF INCORPORATION
OF
HEATON ROOFING, INC.**

FILED
99 JUN -7 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators of these Articles of Incorporation, being natural persons competent to contract, hereby form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND INITIAL ADDRESS

The name of the corporation shall be: **HEATON ROOFING, INC.**

The initial principal place of business of this corporation shall be 4036 S.W. Honey Terrace, Palm City, FL 33490. The mailing address of the corporation is Post Office Box 1143, Palm City, FL 34991.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact 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 TWO THOUSAND FIVE HUNDRED (2,500) shares of Common Stock, each share having a par value of ONE DOLLAR (\$1.00).

ARTICLE IV - REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation shall be 4036 S.W. Honey Terrace, Palm City, Florida 33490, and the name of the Registered Agent of the

corporation at that address shall be **DANIEL E. HEATON**.

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually commencing on the day of filing of these Articles of Incorporation with the Department of State.

ARTICLE VI - DIRECTORS

This corporation shall initially have two (2) Directors. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than two. The names and addresses of the initial Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

NAME	ADDRESS
DANIEL E. HEATON	4036 S.W. Honey Terrace, Palm City, Florida 33490
LINDA S. HEATON	4036 S.W. Honey Terrace, Palm City, Florida 33490

ARTICLE VII - INCORPORATORS


The names and street address of the Incorporators of these Articles of Incorporation,

NAME AND ADDRESS	ADDRESS
DANIEL E. HEATON	4036 S.W. Honey Terrace, Palm City, FL 33490
LINDA S. HEATON	4036 S.W. Honey Terrace, Palm City, FL 33490

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended by a majority interest of the shareholders of the corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation on this 28th day of May, 1999.



DANIEL E. HEATON
Incorporator

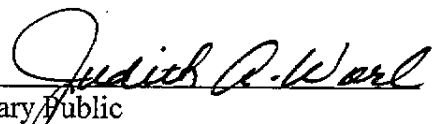


LINDA S. HEATON
Incorporator

STATE OF FLORIDA
COUNTY OF MARTIN

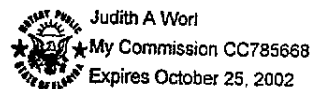
BEFORE ME, personally appeared **DANIEL E. HEATON** and **LINDA S. HEATON**,
to me well known and known to me to be the individual described in and who executed the
foregoing Articles of Incorporation and acknowledged before me that he executed the same for
the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 28th
day of May, 1999.



Notary Public

My Commission Expires:



**CERTIFICATE
DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED
99 JUN -7 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

HEATON ROOFING, INC., desiring to organize under the laws of the State of Florida, with its Registered Office at 4036 S.W. Honey Terrace, Palm City, FL 33490, hereby appoints **DANIEL E. HEATON**, as its Registered Agent to accept service of process within this State.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 28TH day of May, 1999.



DANIEL E. HEATON
Registered Agent