

Capt. John R. Henderson
Helen Henderson

CONNIE, INC.
ACCOUNTING and TAX SERVICE
P.O. Box 5322 • Sun City Center, FL 33571

Phone: (813) 634-5209
Fax: (813) 634-6932

P99000075010

August 18, 1999

Re: JUAREZ AND CARRIZALES
ROOFING, INC.

State of Florida
Division of Corporation
P O Box 6327
Tallahassee, Fl 23214

50000288805--0
-05/27/99--01085--004
*****78.75 *****78.75

Attention: Beth

This letter is concerning the above corporation. I understand that the Articles of Incorporation were rejected and returned to Jorge Juarez.

I am resubmitting the Articles with the corrections that I remember that we talked about when I spoke with you last week.

If there are any other corrections could you mail the information to me at:

CONNIE, INC.
P O BOX 5322
SUN CITY CENTER, FL 33571

Thank you for your assistance in this matter.

Sincerely,

Helen J. Henderson

Helen J. Henderson
Accountant for
JUAREZ AND CARRIZALES ROOFING, INC.

FILED
99 AUG 23 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Helen GAVE
AUTHORITY BY PHONE TO
COUNCIL RA address on RA Cert
DATE 8-23-99
DOC. EXAM *BR*
28-11-2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 2, 1999

JORGE JUAREZ
PO BOX 1916
RUSKIN, FL 33570

SUBJECT: JUAREZ AND CARRIZALES ROOFING, INC.
Ref. Number: W99000012770

We have received your document for JUAREZ AND CARRIZALES ROOFING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The registered agent must have a Florida street address. A post office box is not acceptable.

THE NAME OF THE SUBSCRIBER LISTED IN ARTICLE IX, MUST BE THE SAME AS THE PERSON SIGNING ON PAGE FIVE.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 799A00029967

ARTICLES OF INCORPORATION
OF
JUAREZ AND CARRIZALES ROOFING, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be JUAREZ AND CARRIZALES ROOFING, INC.

ARTICLE II

The general nature of the business or business to be transacted by this corporation, and the objects and purposes to be transacted, promoted or carried on, are:

- a. To operate a roofing business.
- b. To purchase, improve, rent, lease, own, mortgage, hold, enjoy, maintain, sell, develop, and subdivide real estate and deal in real estate of every description.
- c. To manufacture, build, erect, alter and repair all kinds of buildings, structures, articles and property, and buy, sell, own, hold, and deal in personal property of all kinds.
- d. To act as broker, factor, or agent of persons, firms, co-partnerships or corporations in the negotiations of sale of property, both real and personal for commission of compensation.
- e. To both lend and borrow money, either with or without security.
- f. To manufacture, buy, sell, deal in, export and import every kind or description of material, merchandise, products or other property and to act as purchasing and selling agents there of.
- g. To acquire the goodwill of any person, firm, business, or corporation, and their rights, properties, patents, grants, concessions, trade-names, distinctive marks, processes and patents and other property rights; to hold, use, operate under and sell the same, and to grant licenses for the use of the same.
- h. To establish, buy, sell, conduct, hire, lease or maintain warehouses, cold storage plants, and packing houses of every description.

i. To manufacture, buy, sell, import, hire and lease and generally deal in machinery, materials, implements and conveyances suitable for use in connection with the produce business or otherwise.

j. To borrow money and contract debts, when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its corporation.

k. To issue bonds, promissory notes, bills, of exchange debentures, or other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by a mortgage, pledge of otherwise, or unsecured, for money borrowed or in payment of property purchases of acquired, or any other lawful objects.

l. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the indebtedness created by any other corporation or corporations of this state or any other state or government and while the owner of such stock to exercise all the rights, powers, and privileges of ownership including the right to vote thereon.

m. To conduct business, have one or more offices, and hold, purchase, mortgage, and convey real and personal property in this state and any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

n. To carry out all or any part of the foregoing objects as principal factor, agent, contractor, or otherwise, either alone or in connection with any person, firm, association or corporation.

o. To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation, or any amendment thereof, or necessary or incidental to the specific powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida, and in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to

the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE III

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be 10,000 shares of common stock with the par value of \$1.00 per share, upon which there is no preemptive rights except to the extent specified by the By-Laws.

ARTICLE IV

This corporation shall begin with Five Hundred Dollars (\$500.00) as capital.

ARTICLE V

This corporation shall have a perpetual existence unless sooner dissolved by law.

ARTICLE VI

The principal office of this corporation shall be located at 425 18th Street South East, Ruskin, FL 33570. The Board of Directors may from time to time move the principal office to any other address and may establish branch offices and other business as may be deemed expedient.

ARTICLE VII

The business of this corporation shall be conducted by its Board of Directors. This corporation shall have not less than one (1) Director.

Each officer and director shall hold office until his successor shall be elected and qualified; provided, however, that a majority of stockholders at either a regular or special meeting may remove any officer or director with or without cause. The duties and powers and functions of the officers and Board of Directors shall be as usually devolve upon such officers and director, unless otherwise provided by the By-Laws.

ARTICLE VIII

The names and addresses of the Directors are as follows:

Jorge Juarez, PO Box 1916, Ruskin, FL 33570

Victor Carrizales, 5256 Guadalupe Blvd., Wimauma, FL 33598

Ricardo Garza, 425 18th Street South East, Ruskin, FL 33570

Arturo Carrizales 908 West Madison Street, Ruskin, FL 33570

ARTICLE IX

The name and address of the subscriber to the Certificate of Incorporation is as follows:

Jorge Juarez, 425 Lot 6 18th St SE, Ruskin, FL 33570.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The By-Laws of this corporation may restrict the sale of stock held by any stockholder in the corporation.


ARTICLE XII

The Registered Agent for this corporation shall be Jorge Juarez, 425 Lot 6 18th St. SE Ruskin, FL 33570, upon whom service of process may be had.

ARTICLE XIII

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions, and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto subscribed my name and
affixed my seal to these Articles of Incorporation on this
18th day of August 1999.




JORGE JUAREZ

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

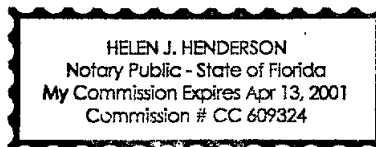
I HEREBY CERTIFY that on this day, before me, a notary public
duly authorized to take acknowledgements in the state and county
named above, personally appeared JORGE JUAREZ, to me known to be
the person described as the subscriber in and who executed the
foregoing Articles of Incorporation and acknowledged before me that
he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state
name above, this 18th day of August 1999.



Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE - NAMING AGENT WHOM PROCESS
MAY BE SERVED.

In pursuance of Chapter 49.091, Florida Statutes, the
following is submitted in compliance with said Act:

That JUAREZ AND CARRIZALES ROOFING, INC. desiring to organize
under the laws of the State of Florida, with its principal office
as indicated in the Articles of Incorporation at City Ruskin,
County of Hillsborough, State of Florida, has named

JORGE JUAREZ
425 Lot 6 18th St. SE
Ruskin, FL 33570

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


JORGE JUAREZ

FILED
99 AUG 23 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA