

DALE, BALD, SHOWALTER & MERCIER

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

HOWARD L. DALE  
WILLIAM A. BALD \*  
RUSSELL H. SHOWALTER, JR.  
LEE F. MERCIER  
MICHAEL A. CANDETO  
JULIE SAIEG

\* ALSO ADMITTED IN GEORGIA

P 990000 93964

200 WEST FORSYTH STREET, SUITE 1100  
JACKSONVILLE, FLORIDA 32202-4308

FACSIMILE (904) 355-1520  
E-MAIL: DaleBaldFL@aol.com

October 19, 1999

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

100003022381 -- 1  
-10/22/99-01069-006  
\*\*\*\*\*83.75 \*\*\*\*\*78.75

Re: Incorporation of Roofer's Choice Equipment, Inc.  
Our File No. 2604.0001

Gentlemen:

Please find enclosed herewith for filing and approval the following:

1. Executed original and one (1) executed copy of the Articles of Incorporation for the above named corporation.
2. Executed original and one (1) executed copy of the Certificate Designating Registered Agent and Registered Office for the above-named corporation, pursuant to Sections 48.091 and 607.034, Florida Statutes.
3. The check of this law firm in the amount of \$83.75 to cover the costs shown on

99 OCT 22 AM 8:38  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

If the Department of State finds that the Articles of Incorporation conform to law and that all fees have been paid as prescribed in Chapter 607, Florida Statutes, then please file the Articles of Incorporation in accordance with Chapter 607, Florida Statutes, and return a certified copy of the Articles of Incorporation to me.

If I can be of any assistance in this regard, please do not hesitate to contact me.

Very truly yours,

*Howard L. Dale*  
Howard L. Dale

HLD:rlp

Enclosures

Cc: John P. McKinnon  
Claudette Alexandra Moses

ARTICLES OF INCORPORATION  
OF  
ROOFER'S CHOICE EQUIPMENT, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: Roofer's Choice Equipment, Inc.

ARTICLE II

Initial Principal Office or Place of Business

The initial principal office or place of business of this corporation is: 8355 West Third Street, Hilliard, Florida 32046.

ARTICLE III

Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital Stock

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: Dale, Bald, Showalter & Mercier, P.A., 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202-4308, and the name of the initial registered agent of this corporation at that address is Howard L. Dale.

ARTICLE VII

Directors

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

ARTICLE VIII

Initial Directors

The name and street address of the initial directors of the corporation are:

Claudette Alexandra Moses  
8307 Concord Boulevard East  
Jacksonville, Florida 32208  
(904) 765-3662

John Patrick McKinnon  
8355 West Third Street  
Hilliard, Florida 32046  
(904) 845-2888

ARTICLE IX

Incorporator

The name and street address of the person signing these Articles is:

John Patrick McKinnon  
8355 West Third Street  
Hilliard, Florida 32046

## ARTICLE X

### Bylaws

The initial bylaws of this corporation shall be adopted by the directors. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, provided, however, the Board of Directors may not alter or repeal a bylaw or amendment thereto adopted by the shareholders.

## ARTICLE XI

### Restrictions of Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement, recorded in the Minute Book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

## ARTICLE XII

### Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

## ARTICLE XIII

### Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XIV

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the share-holders is subject to this reservation.

ARTICLE XV

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 19<sup>th</sup> day of OCTOBER, 1999.

John Patrick McKinnon  
JOHN PATRICK MCKINNON

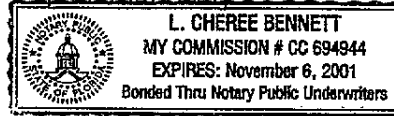
STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of October, 1999, by JOHN PATRICK MCKINNON, who  is personally known to me or  has produced driver's license (type of identification) as identification.

L. Cheree Bennett  
Notary Public, State of Florida at Large

L. Cheree Bennett  
Type or Print Name  
My commission expires: 11-6-01

[Notarial Seal]



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

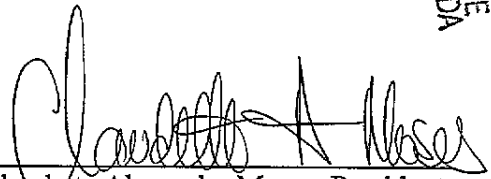
IN COMPLIANCE WITH SECTIONS 48.091 AND 607.034, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT ROOFER'S CHOICE EQUIPMENT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HILLIARD, STATE OF FLORIDA, DESIGNATED THE FOLLOWING REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA AT THE REGISTERED OFFICE SHOWN BELOW:

1. REGISTERED AGENT: HOWARD L. DALE
2. REGISTERED OFFICE (street address):

DALE, BALD, SHOWALTER & MERCIER, P.A.  
200 West Forsyth Street, Suite 1100  
Jacksonville, Florida 32202

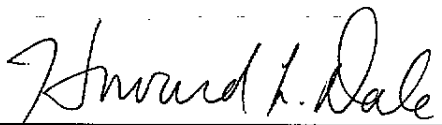
DATED: October 19, 1999.

  
\_\_\_\_\_  
Claudette Alexandra Moses, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: October 19, 1999.

  
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Howard L. Dale