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SMITH & STONESTREET, P.A.

ATTORNEYS AT LAW

P.O. BOX 144

150 S. Hwy. 17-92, Suite 3

DeBary, Florida 32713

Donald B. Smith
Daphne K. Stonestreet

(407) 668-4451
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December 10, 1999

Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400002067764015-1
12/10/99 010514015-1
*****78.75 *****78.75

Re: Roof Maintenance Services Of Florida, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation regarding the above referenced corporation for filing. A check in the amount of \$78.75 is enclosed to cover your fees.

If you have any questions, please do not hesitate to contact our office.

Sincerely,

Daphne K. Stonestreet
Dm

Daphne K. Stonestreet

DKS/dm
Enclosure

FILED
99 DEC 13 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-16
MC

FILED
99 DEC 13 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ROOF MAINTENANCE SERVICES OF FLORIDA, INC.

I, THE UNDERSIGNED, being natural person of legal age, do hereby desire to form a corporation under the laws of the state of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be ROOF MAINTENANCE SERVICES OF FLORIDA, INC., a Florida corporation. The principal place of business of this corporation shall be 716 B. Industry Road, Longwood, Florida 32750.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation shall have those powers authorized or permitted by law or otherwise, it being the intention that this corporation shall have the right to engage in any business or activity not expressly prohibited by applicable law of the state of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock of this corporation which the corporation is authorized to have outstanding at any one time is 500 shares of common capital stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of this corporation.

The name and number of shares of the shareholders of this corporation are as follows:

PAUL SCHAUER
F. SCOTT HALL

250 SHARES
250 SHARES

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 150 S. Highway 17-92, Suite 3, DeBary, Florida 32713, and the name of the initial Registered Agent of this corporation at that address is: Daphne K. Stonestreet

ARTICLE V

INITIAL BOARD OF DIRECTORS

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than one member, as fixed from time to time by the By-Laws of this corporation, and the Board of Directors shall be elected or appointed by the shareholders of the corporation but it shall not be necessary for any such director to be a shareholder of the corporation.

The name and address of the members of the first Board of Directors who shall hold office until his successors are elected and qualified is:

PAUL SCHAUER	716 B. Industry Road Longwood, Florida 32750
F. SCOTT HALL	716 B. Industry Road Longwood, Florida 32750

ARTICLE VI

INCORPORATORS

The name and address of the Incorporators of this corporation are:

PAUL SCHAUER	716 B. Industry Road Longwood, Florida 32750
F. SCOTT HALL	716 B. Industry Road Longwood, Florida 32750

ARTICLE VII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this corporation.

ARTICLE VIII

INDEMNIFICATION

Every director, officer, employee or agent of the corporation shall be indemnified by the corporation against all expenses and liabilities including attorney fees, reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a part or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a director, officer, employee or agent of the corporation, or any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged liable for gross negligence or willful and wanton misconduct in the performance of his or her duties as such officer, director, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled.

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

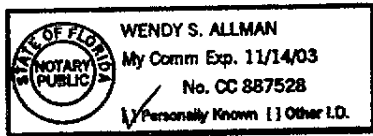
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 7th day of December, 1999.


PAUL SCHAUER


F. SCOTT HALL

STATE OF FLORIDA
COUNTY OF Seminole

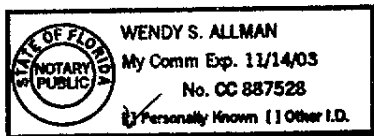
The foregoing instrument was acknowledged before me this 7th day of December, 1999, by PAUL SCHAUER, who is personally known to me and who did take an oath.





Notary Public

STATE OF FLORIDA
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 7th day of December, 1999, by F. SCOTT HALL, who is personally known to me and who did take an oath.




Notary Public

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

IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that ROOF MAINTENANCE SERVICES OF FLORIDA, INC. desiring to organize under the laws of the state of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Longwood, County of Seminole, State of Florida, has named DAPHNE K. STONESTREET of 150 South Highway 17-92, Suite 3, DeBary, Florida 32713, as its agent to accept service of process within this state.

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



DAPHNE K. STONESTREET
Registered Agent

FILED
99 DEC 13 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA