

P9900011101
POHL & SHORT, P.A.
ATTORNEYS AT LAW

DWIGHT I. (IKE) COOL
ALEXANDER S. DOUGLAS, II
GARY A. FORSTER
E. GIVENS GOODSPEED
MARK A. GRIMES
ROBERT S. HOFFMAN
ROGER A. KELLY
ADAM O. KIRWAN
DAVID J. KOHS
FRANK L. POHL
JAMES E. SHEPHERD, V
HOUSTON E. SHORT
JOHN R. SIMPSON, JR.

TELEPHONE (407) 647-7645
FACSIMILE (407) 647-2314
EMAIL: PS@POHL-SHORT.COM

MAILING ADDRESS:
POST OFFICE BOX 3208
WINTER PARK, FLORIDA 32790

COURIER ADDRESS:
280 WEST CANTON AVENUE, SUITE 410
WINTER PARK, FLORIDA 32789

December 20, 1999

Via Federal Express

Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

500003076915--7
-12/21/99--01072--006
*****78.75 *****78.75

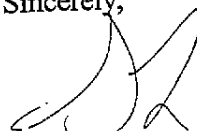
Re: Articles of Incorporation of Metro Roof Services of Central Florida, Inc.
Our File No. 3520-2

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of Metro Roof Services of Central Florida, Inc. (the "Corporation") together with a check in the amount of \$78.75 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and the return of a certified copy of the Corporation's Articles of Incorporation.

If you have any questions, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,


Gary A. Forster

GAF/lih
Enclosures

FILED
99 DEC 21 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
METRO ROOF SERVICES OF CENTRAL FLORIDA, INC.**

FILED
99 DEC 21 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of METRO ROOF SERVICES OF CENTRAL FLORIDA, INC. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is METRO ROOF SERVICES OF CENTRAL FLORIDA, INC.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, one cent (\$.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 535 One Center Blvd., #302, Altamonte Springs, Florida 32701. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 535 One Center Blvd., #302, Altamonte Springs, Florida 32701.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 535 One Center Blvd., #302, Altamonte Springs, Florida 32701, and the initial Registered Agent at such address is John R. Sheffield.

ARTICLE VI
INITIAL BOARD OF DIRECTORS


The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as the initial Director until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify is as follows:

John R. Sheffield	535 One Center Blvd., #302 Altamonte Springs, Florida 32701
-------------------	--

ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the corporation is John R. Sheffield, 535 One Center Blvd., #302, Altamonte Springs, Florida 32701.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 25th day of December, 1999.



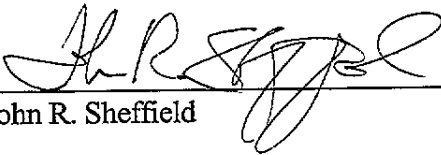
John R. Sheffield, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

FILED
99 DEC 21 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 20th day of December, 1999.



John R. Sheffield