
PROCEEDINGS OF THE INCORPORATORS

On the _____ day of June, 1999

the persons named below as subscribers to the articles of incorporation, desiring for themselves, their associates, successors and assigns, to become a body corporate, in accordance with the general corporation laws of the State of Ohio, under the name and style of

SURE SEAL ROOFING, INC.

and with all the corporate rights, powers, privileges and liabilities enjoyed under or imposed by such laws, did subscribe and acknowledge, as required by law, articles of incorporation,

which articles, together with the certificate of acknowledgment, were, on the _____ day

of _____ 1999, duly filed in the office of the Secretary of State, at Columbus, Ohio, and by him recorded, and a certified copy thereof, of which the following is a true and correct copy, by him furnished to said subscribers:

Filed _____

Corporation No. _____

**ARTICLES OF INCORPORATION
OF
SURE SEAL ROOFING, INC.**

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under the General Corporation Act of Ohio, do hereby certify:

FIRST. The name of said corporation shall be **SURE SEAL ROOFING, INC.**

SECOND. The place in the State of Ohio where its principal office is to be located is Wickliffe, in Lake County.

THIRD. The purpose or purposes for which it is formed are:

To engage in any lawful act or activity for which corporations may be formed under section 1701.01 to 1701.98 inclusive, of the Ohio Revised Code.

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THIRD: The purposes for which it is formed are: (Cont'd)

In furtherance and not in limitation of the general powers conferred by the laws of the State of Ohio, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers to wit:

To sue and be sued, contract and be contracted with, in its corporate name;

To adopt, use and at will alter a common seal;

To purchase, acquire, hold, convey, lease, mortgage or dispose of property, real or personal, tangible or intangible;

To borrow money and issue, sell or pledge bonds, promissory notes, bills of exchange, debentures and other operations 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 mortgage, pledge or otherwise, or unsecured;

To acquire the goodwill, rights and property, and to undertake the whole or any part of the assets or liabilities of any persons, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise, to hold or in any manner to dispose of the whole or any part of the property to purchase; to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

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THIRD: The purposes for which it is formed are: (Cont'd)

To apply for, purchase, or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, and all rights, inventions, improvements and processes used in connection with or secured under letters, patents or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them;

To carry on any or all of its operations and business, and to promote its objects within the State of Ohio, or elsewhere, without restriction as to place or amount.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment or any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, partnerships, or individuals, and to do every other act, or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same to be not inconsistent with the laws under which this corporation is organized.

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THIRD: The purposes for which it is formed are: (Cont'd)

None of these subclauses or the objects therein specified of the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first paragraphs of this statement of purposes, but the corporation shall have full power to exercise all or any of the powers conferred by any part of this statement of purposes, in any part of the world, and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed, do not specifically fall within the objects set forth in the second and third paragraphs of this statement of purposes.

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FOURTH. The authorized number of shares of the corporation shall be Five Hundred (500).

All of which shall be without par value.

Which shall be classified as follows: **COMMON STOCK**

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FIFTH. The amount of capital with which the corporation will begin business is Five
Hundred and no/100 -----(\$500.00) Dollars.

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SIXTH. Stock Transfer Restrictions:

Whereas, the shareholders of **SURE SEAL ROOFING, INC.**, a corporation, do agree that **SURE SEAL ROOFING, INC.** requires for its success the active interest and support of all of its shareholders and that it is not advisable, therefore, to permit its stock to be put on the open market for sale.

Therefore, in consideration of mutual promises and other valuable considerations that shareholders agree with each other that there shall be a stock transfer restriction agreement which restricts the transfer of the stock of **SURE SEAL ROOFING, INC.** And the agreement shall also include a provision establishing the value of said stock.

Notice of the stock transfer restrictions shall be placed on the backside of each stock certificate issued by the following statement:

“This stock is subject to the stock transfer restrictions referred to in the **SIXTH** Item of the Articles of Incorporation and enumerated in the Stock Transfer Restriction Agreement on file at the office of **SURE SEAL ROOFING, INC.** ”

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IN WITNESS WHEREOF, we have hereunto subscribed our names, this 16th day of June, 1999.

Joseph J. Ricco Jr.
JOSEPH J. RICCO, JR.

UNITED STATES OF AMERICA, STATE OF OHIO, OFFICE OF THE SECRETARY OF STATE.

I, _____, Secretary of State of the State of Ohio, do hereby certify that the foregoing is an exemplified copy, carefully compared by me with the original record now in my official custody as Secretary of State, and found to be true and correct, of the Articles of Incorporation of _____ filed in this office on the _____ day of _____ 1999, and recorded on Roll _____ Frame _____, of the Record of Incorporations.

Witness my hand and official seal at Columbus, this _____ day of _____ 1999.

Secretary of State

ORIGINAL APPOINTMENT OF AGENT

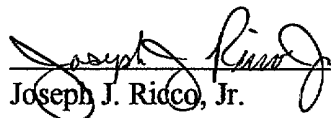
**Ohio Corporation
Section 1701.07 Revised Code**

The undersigned, being at least a majority of the incorporators of **SURE SEAL ROOFING, INC.** hereby appoint JOSEPH J. RICCO, JR. (a natural person resident in the county in which the corporation has its principal office), in which JOSEPH J. RICCO, JR. resides, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

His (Its) complete address is

836 Worden Road, Wickliffe, Ohio, Lake County, Ohio 44092

SURE SEAL ROOFING, INC.



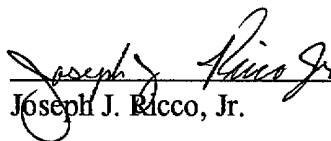
Joseph J. Ricco, Jr.

Wickliffe, Ohio

June, 6th 1999

SURE SEAL ROOFING, INC.

Gentlemen: I, hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.



Joseph J. Ricco, Jr.

RICHARD D. DICICCO

Attorney at Law

29435 EUCLID AVENUE
SUITE ONE
WICKLIFFE, OHIO 44092
TELEPHONE 440 - 585 - 5111

June 8, 1999

Hon. J. Kenneth Blackwell
Secretary of State
30 E. Broad Street
Columbus, Ohio 43216

Re: SURE SEAL ROOFING, INC.

Dear Sir:

Enclosed herewith please find the following documents for filing with your office with respect to the above captioned matter:

1. Articles of Incorporation of SURE SEAL ROOFING, INC.
2. A check in the amount of \$95.00, payable to your office to cover the cost of filing the documents for SURE SEAL ROOFING, INC.

It would be appreciated if you will expedite the processing of these papers and cause them to be returned to this office as soon as possible.

Thank you for your kind cooperation.

Respectfully yours,



Richard D. DiCicco

RDD/tc

Enclosures

CM/RRR No. Z 315 271 963

RECEIVED

JUN 14 1999

SECRETARY OF STATE

	DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1.	6/16/1999	199916600886	ARF DOMESTIC ARTICLES/FOR PROFIT	85.00	0.00	0.00	0.00	0.00
			TOTAL	85.00	0.00	0.00	0.00	0.00

Return To:
RICHARD D. DICICCO
29435 EUCLID AVE STE ONE
WICKLIFFE, OH 44092-0000

-----cut along the dotted line-----



The State of Ohio
❖ *Certificate* ❖

Secretary of State - J. Kenneth Blackwell

1082542

It is hereby certified that the Secretary of State of Ohio has custody of the business records for SURE SEAL ROOFING, INC. and that said business records show the filing and recording of:

Document(s)
DOMESTIC ARTICLES/FOR PROFIT

Document No(s):
199916600886

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 14th day of
June, A.D. 1999



J. Kenneth Blackwell
J. Kenneth Blackwell
Secretary of State