

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
06/10/96

CHARTER NUMBER: 870455
POLL AND FRAME FEE 5528-1594

05528-1594

CORPORATION:
COMMERCIAL ROOFING, INC.

DOCUMENT NUMBER	CODE	FEE
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96041130601	AND	35.00

120085

RETURN TO: HAHN, LOESER & PARKS
ATTN D G APPEL
10 W BROAD ST STE 1800
COLUMBUS OH 43215

TOTAL : 35.00

0152

05528-1595



The State of Ohio

Bob Taft

Secretary of State

870455

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AMD

of:

COMMERCIAL ROOFING, INC.

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

Recorded on Roll 5528 at Frame 1596 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 17TH day of MAY ,

A.D. 19 96 .



Bob Taft
Bob Taft
Secretary of State

05528-1596

**AMENDMENT TO THE
ARTICLES OF INCORPORATION**

OF

COMMERCIAL ROOFING, INC.

870455
APPROVED

By.....CR.....

Date.....5-17-96

Amount.....35.00

96041130601

The President and Secretary of COMMERCIAL ROOFING, INC., a corporation organized under the laws of the State of Ohio and located in Dover, Tuscarawas County, Ohio, certify:

1. The Articles of Incorporation are amended by the following resolution adopted by both the Board of Directors and the Shareholders of the Corporation:

IT IS RESOLVED AS FOLLOWS:

AMENDMENT OF ARTICLES OF INCORPORATION. The Articles of Incorporation shall be amended to add new Article Tenth:

ARTICLE TENTH

Every person who is a director, officer, or employee of the corporation or a former director, officer or employee of the corporation, or a person who is serving or has served at the request of the corporation as a director, officer, or employee of another corporation is hereby indemnified against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he is or may be made a party by reason of being or having been such director, officer, or employee, provided he is determined by the directors of the corporation acting at a meeting at which a quorum consisting of directors who are not parties to or threatened with any such action, suit or proceeding is present (a) not to have been negligent or guilty of misconduct in the performance of his duty to the corporation of which he is such director, officer or employee; (b) to have acted in good faith in what he reasonably believed to be the best interest of such corporation; and (c) in any matter the subject of a criminal action, suit or proceeding, to have had no reasonable cause to believe that his conduct was unlawful; provided, however, no director who is a party to or threatened with any such action, suit or proceeding shall be qualified to vote on such matter. Alternatively, such determinations may be made (a) by a court of competent jurisdiction, (b) by the shareholders of the corporation at a meeting held for such purposes by the affirmative vote of the holders of shares entitling them to exercise a majority of voting power of the corporation on such proposal or

RECEIVED

MAY 17 1996

BOB TAFT

SECRETARY OF STATE

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SECRETARY OF STATE

05528-1597

(c) adopted by the shareholders of the corporation without a meeting by the written consent of the holders of shares entitling them to exercise two-thirds of the voting power on such proposal.

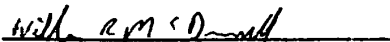
Such indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled including, without limiting the generality of the foregoing, any insurance purchased by the corporation.

2. The above resolution was adopted by the unanimous vote of the Board of Directors and the Shareholders of the Corporation., at a meeting duly called for the purpose of adopting this amendment and held on April 3, 1996.

IN WITNESS WHEREOF, we have hereunto set our hands to this AMENDMENT TO THE ARTICLES OF INCORPORATION OF COMMERCIAL ROOFING, INC., this 3 day of April, 1996.



Ronald L. Pruett, President



William R. McDonnell, Secretary



May 13, 1996

Debra G. Appel
Bahn Loeser & Parks
10 West Broad St., Suite 1800
Columbus, Ohio 43215

PURGED

MAY 17 1996

NOTE: THIS RETURN SLIP
CREDITED IN THE AMOUNT OF
\$ 70.00 MUST ACCOM-
PANY THE CORRECTED
DOCUMENTS. COMPLETED
DOCUMENTS MUST BE RE-
TURNED WITHIN 30 DAYS OR A
REFUND WILL BE ISSUED.

Re: Progress, Inc
Commercial Roofing, Inc.

Document No. 9604130601 (Commercial) \$35
9604130501 (Progress) \$35
Additional Fee Required: \$ 0

Dear Sir or Madam:

The enclosed documents are being returned unfilled for the following reason(s):

1. The corporation's name must appear at the top of the certificate exactly the same as in our records. Please set correct name above.
 2. The certificate must be signed by 2 officers of the corporation. One signature must be that of the chairman of the board, president or vice-president and the second signature must be that of the secretary or assistant secretary. One individual may not sign in both capacities and, if necessary, an election or appointment must be made to this purpose.
If the corporation has a close corporation agreement in effect, the enclosed Close Corporation Affidavit may be completed.
 3. Our records indicate that the principal office is located in _____. However, the location given on the certificate is _____. If the location has been changed (to a different city or county), then an additional resolution must be adopted changing the principal office location. Include the appropriate county.
 4. Indicate what manner of adoption was used in passing the resolution to amend the Articles of Incorporation. If a meeting was held, include the percentage of the voting power that passed the resolution. A 27 1/2 % vote is required. Meeting or writing
 5. The new name you have chosen is not available without the written consent of _____. You may contact the prior registrant if consent cannot be obtained, please contact this office before filing another name to ensure that the alternate name is available.
 6. The corporation must submit its Form 7 (Annual Statement of Preparation of Capital Stock) for the year(s) _____. The Form 7 should reflect corporate activities in Ohio during the previous year. The forms are enclosed.
 7. We are unable to accept photostat copies. Original documents and signatures are required.
- When a corporation is amending its articles of incorporation in its entirety, the certificate must contain a superseding clause stating that the adopted amended articles of incorporation shall supersede the existing articles of incorporation and amendments thereto.
- The corporation was contacted by the Ohio Department of Taxation on _____. Before filing the amended/amended articles, you must obtain a D-3 (Certificate of Reassessment) from the Ohio Department of Taxation (1030 Freeway Drive North, Columbus, Ohio 43229, (614) 433-7536). The D-3 must then be filed with the Secretary of State, together with a \$10.00 filing fee in addition to the amendment documents.
8. Your non-profit corporation was contacted on _____ for failure to file its statement of continued existence. Please fill out the enclosed Application for Reassessment, submit a \$10.00 filing fee, and return all the enclosed amendment documents.
 9. The corporation's articles were cancelled on _____ for failure to file the Professional Annual Shareholders Reports. Before the filing the Amended/Amended Articles, you must complete the enclosed Application for Reassessment and annual reports for the year(s) _____. A filing fee of \$10.00 must be submitted and returned together with your amendment/amended articles.
 10. The new name of the corporation must include or end with either "Inc.," "Incorporation," "Corporation," "Corp.," "Co.," "Company."
 11. Any subsequent appointment of agent must contain a signed acceptance by the appointed agent acknowledging his/her acceptance of the appointment.
 12. Our office has no record of a corporation entitled _____. Please check your corporate records to correctly identify the corporation amending its articles.
 13. The filing fee for the share increase is insufficient. The correct total filing fee is \$ _____ and is calculated as follows:

Fee for _____ shares \$ _____
Cost for _____ existing shares (\$ _____)
Amendment filing fee \$ _____
TOTAL AMOUNT DUE \$ _____

16. OTHER: See Certificate of amendment attached -
The manner of adoption must

THIS LETTER MUST BE RETURNED WITH THE CORRECTED DOCUMENTS IN ORDER TO ENSURE PROPER CREDIT. If you have any questions regarding this matter, please call (614) 466-1396

be stated as prescribed on our form.
(or similar).

RECEIVED

MAY 17 1996

BOB TART
SECRETARY OF STATE

CORRESPONDENCE