

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CHARTER NUMBER : 9010654 DP
DATE INCORPORATED: MAY 30, 1990
COUNTY : COBB
EXAMINER : SANDRA JEAN SNOW
TELEPHONE : 404-656-2817

10

MAILED TO:

ALEX C. KLIROS
990 HAMMOND DRIVE S-650
ATLANTA GA 30328

CERTIFICATE OF INCORPORATION

I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS
COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE
SEAL OF MY OFFICE, THAT

"A.P. WARD CONSULTING, INC."

HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA
ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCOR-
PORATION IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES
THEREFOR PAID, AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A
TRUE COPY OF SAID ARTICLES OF INCORPORATION.

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA
AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE: JUNE 05, 1990

Max Cleland

MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

90 030

152 0000

ARTICLES OF INCORPORATION
OF
A.P. WARD CONSULTING, INC.

ARTICLE I

The name of the corporation is A.P. WARD CONSULTING, INC.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

ARTICLE IV

The corporation is a corporation for profit and is organized for the following general purposes:

- (a) To engage in the business of roof consulting for purposes of repair or replacement thereof or incidental thereto, and any and all other related businesses and trades not specifically prohibited by law.
- (b) To engage in any lawful business or activity relating thereto.

(c) To engage in any lawful act or activity for which corporations may be organized under the Georgia Business Corporation Code.

ARTICLE V

The maximum number of shares of capital stock that the corporation shall be authorized to have outstanding at any time shall be 1,000 shares of common stock of no par value.

ARTICLE VI

The corporation shall not begin business until it has received consideration of a fixed value, which shall not be less than \$500.00 for the issuance of its shares of common stock.

ARTICLE VII

The Board of Directors of the corporation may authorize the issuance of bonds, debentures and other evidences of indebtedness of the corporation and may fix all the terms thereof, including, without limitation, the convertibility thereof into shares of stock of the corporation of any class, or any series of the same class.

ARTICLE VIII

The initial registered office of the corporation shall be 3176 Country Club Court, Kennesaw, Georgia 30144, and the initial registered agent of the corporation at said address shall be ARTHUR P. WARD, III.

ARTICLE IX

The initial Board of Directors of the corporation shall consist of one member, whose name and address is follows:

<u>NAME</u>	<u>ADDRESS</u>
ARTHUR P. WARD, III	3176 Country Club Court Kennesaw, Georgia 30144

ARTICLE X

The name and address of the incorporator is Alex C. Kliros, Broad and Cassel, 990 Hammond Drive, N.E., Suite 650, Atlanta, Georgia 30328.

ARTICLE XI

The mailing address of the initial principal office of the corporation is 3176 Country Club Court, Kennesaw, Georgia 30144.

ARTICLE XII

The corporation shall have the power, acting through its Board of Directors, to make distributions to its shareholders out of its capital surplus and to purchase its own shares out of its unreserved and unrestricted capital surplus available therefor.

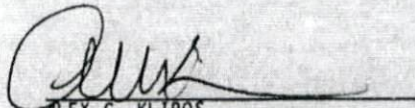
ARTICLE XIII

None of the holders of common stock of the corporation shall be entitled as a matter of right to acquire any new or additional shares of capital stock of the corporation of any class, or any options or warrants for such new or additional shares.

ARTICLE XIV

Pursuant to Section 14-2-171(b)(3) of the Official Code of Georgia Annotated, no director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of duty of care or other duty as director of the corporation. No amendment or repeal of this Article or such code provision shall affect the personal liability of any director with respect to any such personal liability arising out of events or acts occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation, this 30 day of May, 1990.



ALEX C. KLIROS
Incorporator

FILED
MAY 30 2 53 PM '90
SECRETARY OF STATE

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

FORM NUMBER : NR
CERTIFICATE DATE : 05/21/90
DOCKET NUMBER : 90138539
EXAMINER : STACY GILLEY
TELEPHONE : 404-656-3173

REQUESTED BY:

ROXANNE RIFENBERG
#650 990 HAMMOND DRIVE
ATLANTA GA 30328

NAME RESERVATION CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION, PROFESSIONAL ASSOCIATION, OR LIMITED PARTNERSHIP ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF GEORGIA LAW. (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"A. P. WARD CONSULTING, INC."

THIS CERTIFICATE SHALL BE VALID FOR A NONRENEWABLE PERIOD OF NINETY (90) DAYS FOR PROFIT AND NONPROFIT CORPORATIONS, PROFESSIONAL ASSOCIATIONS (DP, FP, DN, FN, & PA), OR LIMITED PARTNERSHIPS (7D OR 7F), FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP, APPLICATION FOR PROFESSIONAL ASSOCIATION OR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

NAME RESERVATIONS ARE NOT RENEWABLE AFTER EXPIRATION OF THE STATUTORY RESERVATION PERIOD SET OUT ABOVE.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

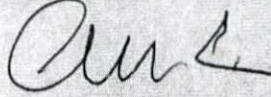
CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

90 030

192 0005

CERTIFICATION

The undersigned hereby certifies that Notice of Intent to Incorporate for A.P. WARD CONSULTING, INC. has been sent to the Marietta Daily Journal for publication on this 30 day of MAY, 1990.

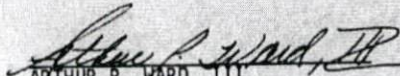


ALEX C. KLIROS, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

I, ARTHUR P. WARD, III, do hereby consent to serve as registered agent for the corporation of A.P. WARD CONSULTING, INC, this the 30th day of MAY, 1990.


ARTHUR P. WARD, III

Address of Registered Agent:

3176 Country Club Court
Kennesaw, Georgia 30144

90 030

152 0007

SSDL SYSDATE 05/31/90

*** DOCKET ***

DOCKET#	----- CORPORATION NAME -----	TYPE DISP
90151387	A.P. WARD CONSULTING, INC.	DP 72
##	Inv/Rec Amount : \$ 60.00	Cntr-trans I/R R

BILL-TO INFORMATION :

Name: BROAD AND CASSEL
Addr: SUITE 650, 990 HAMMOND DR. NE
City: ATLANTA State: GA Zip: 30328

COMMENT:

COMMAND: ENTER (C)ontinue (S)top (I)nvoice/receipt processor
MESSAGE: WOULD YOU LIKE ADDITIONAL COMMENTS ON I/R ? (Y/N) N

90 030

152 0008



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334
(404) 656-2817

A100

Eff. 7/1/89
J. F. GULLION
Director

ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

I. Filing Date:	8/30/90	Code:		Docket Number:	
Assigned Exam:		Amount: \$		By:	Zd
Charter Number:	9010654	Completed:			4/5/90

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name:	A.P. WARD CONSULTING, INC.				
Mailing Address:	3176 Country Club Court				
City:	Kennesaw	County:	Cobb	State:	Georgia 30144 Zip Code:
III. Fees Submitted By:	Broad & Cassel				
Amount Enclosed: \$	60.00	n	Check Number:	1344	
IV. Incorporator:	Alex C. Kliros, Broad & Cassel				
Address:	990 Hammond Drive, N.E., Suite 650				
City:	Atlanta	State:	Georgia	30328	Zip Code:
Incorporator:					
Address:					
City:		State:			Zip Code:
V. Registered Agent/Office:	Arthur P. Ward, III				
Address:	3176 Country Club Court				
City:	Kennesaw	County:	Cobb	State:	Georgia 30144 Zip Code:
VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST	Applicant	Examiner			
1. Original and one conformed copy of Articles of Incorporation	X				
2. Corporate name verification number	X				
3. Authorized shares stated	X				
4. Incorporator's signature	X				
5. Post effective date, if applicable	X				
6. Number of pages attached:	X				
VII. Applicant/Attorney:	Alex C. Kliros, Broad & Cassel Telephone: (404) 393-2100				
Address:	990 Hammond Drive, N.E., Suite 650				
City:	Atlanta	State:	Georgia	30328	Zip Code:

NOTICE: Attach original and one copy of the Articles of Incorporation and the Secretary of State filing fee (\$80.00). Mail or deliver to the above address. This form does not replace the Articles of Incorporation.

I understand that the information on this form will be used in the Secretary of State Corporate database. I certify that a notice of Intent to Incorporate and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper, as required by law.

Signed:  Date: May 30, 1990

90 030 152 0009