

F99000000772  
TRANSMITTAL LETTER

To: Qualification/Tax Lien  
Section

SUBJECT: R.G. Darby Company-South  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Suzanne A. Harrison  
(Name of Person)  
Paul, Hastings, Janofsky & Walker  
(Firm/Company)  
600 Peachtree Street, N.E. Suite 2400  
(Address)  
Atlanta, Georgia 30308  
(City/State/Zip)

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DIVISION OF CORPORATIONS  
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Should you need to call someone concerning this matter, please call:

200002768812-3  
-02/09/99-01080-008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Suzanne A. Harrison at ( 404 ) 815-2133  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☒ \$87.50 Filing Certificate of Status & Certified Copy

LAW OFFICES OF

**PAUL, HASTINGS, JANOFSKY & WALKER LLP**

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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WASHINGTON, D.C. 20004-2400  
TELEPHONE (202) 508-9500

February 8, 1999

WRITER'S DIRECT ACCESS

OUR FILE NO.

(404) 815-2133  
[saharris@phjw.com](mailto:saharris@phjw.com)

28369.91014

**VIA FEDERAL EXPRESS**

Qualification/Tax Lien Section  
Division of Corporations  
State of Florida  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Application by Foreign Corporation for Authorization to Transact Business in  
Florida

Dear Sir or Madam:

Enclosed is an Application by Foreign Corporation for Authorization to Transaction  
Business in Florida for R. G. Darby Company-South. A check for \$87.50 is enclosed for filing  
this Application.

Also enclosed is a self-addressed Federal Express letter envelope for your convenience. If  
you have any questions about this filing, please call me at the number listed above.

Sincerely yours,



Suzanne A. Harrison  
for PAUL, HASTINGS, JANOFSKY & WALKER LLP

SAH:ebp  
Enclosures

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. R.G. Darby Company - South  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 52-2137145  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12-22-98 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or
6. 1-29-99  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3521 All American Blvd.  
Orlando, Florida 32810  
(Current mailing address)
8. to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Perry Sears
- Office Address: 3521 All American Blvd.  
Orlando, Florida, 32810  
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Perry Sears  
(Registered agent's signature)

I 1. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated,

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Randall Fojtasek

Address: c/o Atrium Companies, Inc. 1341 West Mockingbird Lane, Suite 1200W, Dallas, Texas 75247

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

Chief Financial Officer: Randall Fojtasek

Address: c/o Atrium Companies, Inc. 1341 West Mockingbird Lane, Suite 1200W, Dallas, Texas 75247

Vice Presidents: Cliff Darby & Phil Cocks

Address: Cliff Darby's address: 3110 Kendall Drive, Florence, Alabama 35630

Phil Cock's address: 706 Mulberry Ave., Celebration, Florida 34747

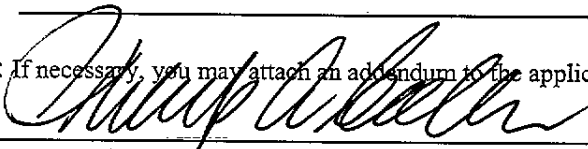
Secretary: Jeff Hull (Chief Financial Officer and Treasurer)

Address: c/o Atrium Companies, 1341 West Mockingbird Lane, Suite 1200W, Dallas, Texas 75247

Treasurer: Jeff Hull

Address: See above

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Phil Cock, Vice President  
(Typed or printed name and capacity of person signing application)

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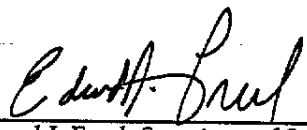
*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "R.G. DARBY COMPANY - SOUTH" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF FEBRUARY, A.D. 1999.

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\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9558466

DATE: 02-04-99