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ACCOUNT NO. : 072100000032
 REFERENCE : 408485 4379710
 AUTHORIZATION :
 COST LIMIT : \$ 70.00

Patricia Pizant

FILED STATIONS
 SECRETARY OF CORPORATIONS
 DIVISION OF CORPORATIONS
 99 DEC 13 PM 5:33

ORDER DATE : October 12, 1999
 ORDER TIME : 3:20 PM
 ORDER NO. : 408485-115
 CUSTOMER NO: 4379710

500003068455--4

CUSTOMER: Mr. Ronald Fuss
 Carlisle Companies Inc.
 Suite 201
 250 South Clinton Street
 Syracuse, NY 13202

FOREIGN FILINGS

[Handwritten Signature]

NAME: CARLISLE SYNTEC INCORPORATED

RECEIVED
 99 DEC 13 PM 3:55
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

AKC
12/13/99

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

FILED
STATE DEPARTMENT OF CORPORATIONS
99 DEC 13 PM 5:33

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. CARLISLE SYNTEC INCORPORATED

(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

(State or country under the law of which it is incorporated)

3. 16-1449809

(FEI number, if applicable)

4. DECEMBER 7, 1993

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 250 SOUTH CLINTON STREET, SUITE 201

SYRACUSE NY 13202

(Current mailing address)

8. SALES OF COMMERCIAL AND INDUSTRIAL ROOFING PRODUCTS

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

TALLAHASSEE

, Florida, 32301

(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.

Vicki Schreiber Asst. V.P.

(Registered agent's signature) Vicki Schreiber, Asst. V.P.

11. 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)
A. **DIRECTORS** (Street address only- P. O. Box **NOT** acceptable)

Chairman: STEPHEN P MUNN
Address: 250 SOUTH CLINTON STREET, SUITE 201
SYRACUSE, NY 13202

Vice Chairman: _____

Address: _____

Director: DENNIS J HALL
Address: 250 SOUTH CLINTON STREET, SUITE 201
SYRACUSE, NY 13202

Director: STEVEN J FORD
Address: 250 SOUTH CLINTON STREET, SUITE 201
SYRACUSE, NY 13202

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

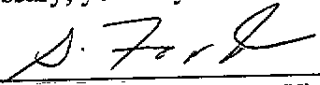
President: JOHN W ALTMeyer
Address: 250 SOUTH CLINTON STREET, SUITE 201
SYRACUSE, NY 13202

Vice President: DENNIS J HALL
Address: 250 SOUTH CLINTON STREET, SUITE 201
SYRACUSE, NY 13202

Secretary: STEVEN J FORD
Address: 250 SOUTH CLINTON STREET, SUITE 201
SYRACUSE, NY 13202

Treasurer: ROBERT J RYAN, JR
Address: 250 SOUTH CLINTON STREET, SUITE 201
SYRACUSE, NY 13202

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. STEVEN J FORD, SECRETARY
(Typed or printed name and capacity of person signing application)

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SECRETARY OF CORPORATIONS
99 DEC 13 PM 5:33

Office of the Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 13 PM 5:33

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARLISLE SYNTEC INCORPORATED" 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 TWELFTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION: 0019927

DATE: 10-12-99