

F01000000 2454

CORPORATION(S) NAME

Ludlow Building Products, Inc.

0

*Design manufacture
of sole of shoes
and shoe inserts
and shoe
components*

FILED
MAY -4 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY -4 PM 12:08
NOT RECORDED
TO ACHIEVE
SUFFICIENCY OF FILING

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy		

<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/4/01

Order#: 407758

Ref#:

Amount: \$

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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-05/04/01--01053--023
*****70.00 *****70.00

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:

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PM 4:23

1. Ludlow Building Products, Inc.

(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. Virginia

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

3. 58-2526137

(FEI number, if applicable)

4. February 16, 2000

(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. 10351 Verdon Road, Doswell, Virginia 23047

(Current mailing address)

8. Design, manufacture, and sale of sheeting and flexible packaging materials.
(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

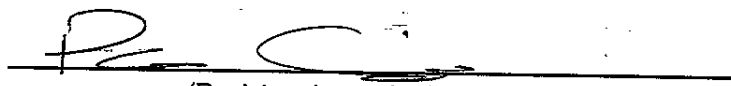
Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

PATRICIA A. CANARIO,
SPECIAL ASSISTANT SECRETARY

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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. M. Brian Moroze, Secretary

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Ludlow Building Products, Inc.

Directors and Officers

Directors:

Irving Gutin	1 Tyco Park, Exeter, NH 03833
L. Dennis Kozlowski	1 Tyco Park, Exeter, NH 03833
Mark H. Swartz	1 Tyco Park, Exeter, NH 03833

Officers:

Stephen B. McDonough	President	3 Tyco Park, Exeter, NH 03833
Mark A. Belnick	VP	9 West 57 th St., 43 rd Fl., New York, NY 10019
Irving Gutin	VP	1 Tyco Park, Exeter, NH 03833
Jeffrey Mattfolk	VP	One Town Center Road, Boca Raton, FL 33486
J. Brad McGee	VP	1 Tyco Park, Exeter, NH 03833
Mark H. Swartz	VP	1 Tyco Park, Exeter, NH 03833
Bart Bennawit	VP/Cp Contr	8 Amelia Dr., Nantucket, MA 02554
Michael Robinson	VP/Treas	9 West 57 th St., 43 rd Fl., New York, NY 10019
Scott Stevenson	VP/Asst Treas	One Town Center Road, Boca Raton, FL 33486
M. Brian Moroze	Secretary	1 Tyco Park, Exeter, NH 03833
Patricia J. Uebel	Asst. Secy	1 Tyco Park, Exeter, NH 03833

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

LUDLOW BUILDING PRODUCTS, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is February 16, 2000.

Nothing more is hereby certified.

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TALLAHASSEE, FLORIDA

*Signed and Sealed at Richmond on this Date:
May 1, 2001*



Joel H. Peck
Joel H. Peck, Clerk of the Commission