

F010000005410

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

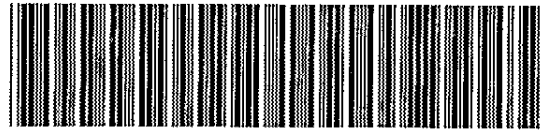
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/01/03--01022--027 **43.75

FILED
03 MAR 31 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NIC
T. Lewis

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Bonsal American, Inc.
(Name of corporation)

DOCUMENT NUMBER: F0100005410

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lenora L. Hawkins, Corporate Paralegal
(Name of person)

Oldcastle, Inc.
(Name of firm/company)

375 Northridge Road, Suite 350
(Address)

Atlanta, Georgia 30350
(City/state and zip code)

For further information concerning this matter, please call:

Lenora L. Hawkins at (770) 677-2361
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

\$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

005

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F01000005410
(Document number of corporation (if known))

- 1. Bonsal American, Inc.
(Name of corporation as it appears on the records of the Department of State)
- 2. Delaware
(Incorporated under laws of)
- 3. 1016/01
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

- 4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 31, 2002
- 5. Oldcastle Retail, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- 6. If the amendment changes the period of duration, indicate new period of duration.
No Change
(New duration)
- 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No Change
(New jurisdiction)

FILED
03 MAR 31 PM 12: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gary P. Hickman
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)
Gary P. Hickman
(Typed or printed name)

March 24, 2003
(Date)
Assistant Secretary
(Title)

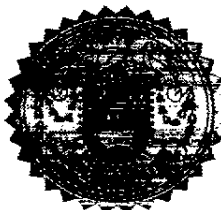
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BONSAL AMERICAN, INC.", CHANGING ITS NAME FROM "BONSAL AMERICAN, INC." TO "OLDCASTLE RETAIL, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF DECEMBER, A.D. 2002, AT 10:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3443601 8100

AUTHENTICATION: 2294517

030129295

DATE: 03-07-03

STATE of DELAWARE
CERTIFICATE of AMENDMENT
CERTIFICATE of INCORPORATION

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 10:30 AM 12/10/2002
 20756714 - 3443601

- **First:** That at a meeting of the Board of Directors of _____
Bonsai American, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

" The name of the Corporation is Oldcastle Retail, Inc.

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: *Gary P. Hickman*
 (Authorized Officer)

NAME: Gary P. Hickman
 (Type or Print)

**ACTION BY WRITTEN CONSENT
IN LIEU OF A MEETING
OF
THE SOLE STOCKHOLDER
OF
BONSAL AMERICAN, INC.**

December 31, 2002

(Pursuant to Section 228 of the
General Corporation Law of the State of Delaware)

The undersigned, being the sole stockholder of Bonsal American, Inc., a Delaware corporation (the "Company"), hereby consents in writing, pursuant to Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the following resolutions as of the date first written above, such action to have the same force and effect as a vote at a meeting of the stockholders duly called and noticed:

APPROVAL OF CHANGE OF THE CORPORATE NAME

WHEREAS, the sole shareholder of the Company has been presented with and has reviewed the Certificate of Amendment substantially in the form attached hereto as Exhibit A (the "Certificate of Amendment"); and

WHEREAS, the sole shareholder of the Company has determined that it is advisable and in the best interests of the Company that the Company's name be changed to "Oldcastle Retail, Inc." pursuant to the Certificate of Amendment.

NOW, THEREFORE BE IT RESOLVED, that the Company's name be changed to "Oldcastle Retail, Inc." pursuant to the Certificate of Amendment.

FUTHER RESOLVED, that the Certificate of Amendment, substantially in the form attached hereto as Exhibit A be, and hereby is approved and authorized;

GENERAL

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed to execute, deliver, record and/or file all documents and instruments, and to do all other acts as may be required, appropriate or necessary to carry out and perform the foregoing resolutions and fully to effectuate the purposes and intents thereof;

FURTHER RESOLVED, that any specific resolutions that may be required to have been adopted by the sole shareholder of the Company in connection with the actions contemplated by the foregoing resolutions be, and the same hereby are, adopted and the Secretary or any Assistant

DEC-10-2002 10:36

CT CORPORATION

4048886498 P.03/07

Secretary of the Company is hereby authorized to certify as to the adoption of any and all such resolutions; and

RESOLVED FURTHER, that all actions heretofore taken by the sole stockholder of the Company in connection with or otherwise in contemplation of the transactions contemplated by any of the foregoing resolutions be, and the same hereby are ratified, confirmed and approved.

(The remainder of this page has intentionally been left blank.)

DEC-10-2002 10:36

CT CORPORATION

4048886498 P.04/07

IN WITNESS WHEREOF, the undersigned, being the sole stockholder of the Company, has executed this Action By Written Consent as of the date first written above.

OLDCASTLE ARCHITECTURAL, INC.

BY:



Name: Michael G. O'Driscoll

Title: Assistant Secretary

**ACTION BY WRITTEN CONSENT
BY THE DIRECTORS OF
BONSAL AMERICAN, INC.
A Delaware corporation**

The undersigned, being all of the directors of Bonsal American, Inc., a Delaware corporation (the "Corporation"), hereby take the following actions and adopt the following resolutions by unanimous written consent pursuant to Section 141 (f) of the General Corporation Law of the State of Delaware.

CHANGE OF THE CORPORATE NAME

WHEREAS, the Board has determined it to be advisable to change the name of the Corporation to Oldcastle Retail, Inc.

NOW, THEREFORE BE IT RESOLVED, that, pursuant to Section 141 (f) of the General Corporation Law of the State of Delaware, the Board hereby recommends to the stockholders of this Corporation that Article 1 of the Corporation's charter be stricken in its entirety and replaced with the following:

"Article 1: The name of the Corporation is Oldcastle Retail, Inc."

GENERAL

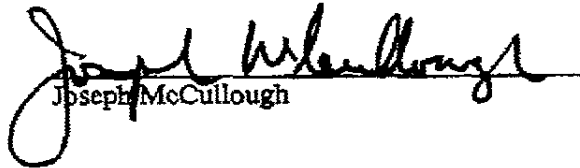
RESOLVED, that any specific resolutions that may be required to have been adopted by the Board in connection with the actions contemplated by the foregoing resolutions be, and they hereby are, adopted, and the Secretary of the Corporation be, and hereby is, authorized to certify as to the adoption of any and all such resolutions and attach such resolutions hereto;

RESOLVED FURTHER, that the officers be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Corporation, without further action by the Board, to take or cause to be taken all actions and to execute and deliver all such other documents that the officers, or any one or more of them, approve as necessary or advisable in connection with the foregoing resolutions, the necessity and advisability of which shall be conclusively evidenced by the execution thereof by any such officer; and

RESOLVED FURTHER, that all actions heretofore taken by any officer or director of the Corporation in connection with or otherwise in contemplation of the actions contemplated by any of the foregoing resolutions be, and each such action hereby is, ratified, confirmed and approved in all respects.

* * * * *

IN WITNESS WHEREOF, the undersigned has caused this Action by Written Consent to be executed effective as of December 31, 2002.


Joseph McCullough

Michael G. O'Driscoll



Doug Black

IN WITNESS WHEREOF, the undersigned has caused this Action by Written Consent to be executed effective as of December 31, 2002.

Joseph McCullough



Michael G. O'Driscoll

Doug Black