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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

BPB America Inc

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<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 type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> CUS	
<input type="checkbox"/> Limited Liability Partnership		
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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. BPB America 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. Delaware 3. 04-3718860
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09/27/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5301 W. Cypress Street, Suite 300, Tampa, FL 33607
(Principal office address)

same
(Current mailing address)

8. Selling of building materials and administration
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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.

C T Corporation System
By: *Barbara A Burke*
(Registered agent's signature)

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE ATTACHMENT

President: Brent Thomson

Address: 5301 W. Cypress Street, Suite 300

Tampa, FL 33607

Vice President: Keith Campbell

Address: 5301 W. Cypress Street, Suite 300

Tampa, FL 33607

Secretary: Larry Rayburn

Address: 5301 W. Cypress Street, Suite 300 Tampa, FL 33607

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. D. Lawrence Rayburn, Secretary

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

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Attachment to Florida
Officers & Directors

- 1. Full Name: Brent Thomson
Officer/Director: Officer, Director
Officer's Title: President/CEO
Business Address: 5301 W. Cypress Street, Suite 300
City: Tampa
State: FL
ZIP Code: 33607

- 2. Full Name: Keith Campbell
Officer/Director: Officer
Officer's Title: Vice President/CFO
Business Address: 5301 W. Cypress Street, Suite 300
City: Tampa
State: FL
ZIP Code: 33607

- 3. Full Name: Don Moses
Officer/Director: Officer, Director
Officer's Title: Senior Vice President Sales & Marketing
Business Address: 5301 W. Cypress Street, Suite 300
City: Tampa
State: FL
ZIP Code: 33607

- 4. Full Name: Rob Morrow
Officer/Director: Officer
Officer's Title: Vice President Supply Chain
Business Address: 5301 W. Cypress Street, Suite 300
City: Tampa
State: FL
ZIP Code: 33607

- 5. Full Name: Larry Rayburn
Officer/Director: Officer
Officer's Title: Secretary
Business Address: 5301 W. Cypress Street, Suite 300
City: Tampa
State: FL
ZIP Code: 33607

- 6. Full Name: Steve Stremecki
Officer/Director: Officer
Officer's Title: Vice President Marketing
Business Address: 5301 W. Cypress Street, Suite 300
City: Tampa
State: FL
ZIP Code: 33607

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- 7. Full Name: Grant Snowden
Officer/Director: Officer,Director
Officer's Title: President Ceilings
Business Address: 5301 W. Cypress Street, Suite 300
City: Tampa
State: FL
ZIP Code: 33607

- 8. Full Name: Steve Hawkins
Officer/Director: Officer,Director
Officer's Title: Vice President Sales U.S.
Business Address: 5301 W. Cypress Street, Suite 300
City: Tampa
State: FL
ZIP Code: 33607

- 9. Full Name: Dennis Stuckey
Officer/Director: Officer,Director
Officer's Title: Vice President Sales U.S. Ceilings
Business Address: 5301 W. Cypress Street, Suite 300
City: Tampa
State: FL
ZIP Code: 33607

Delaware

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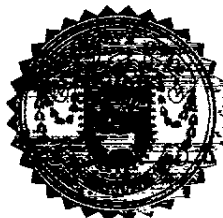
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BPB AMERICA INC." 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 SIXTH DAY OF NOVEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2074294

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DATE: 11-06-02