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**PITTS & ECKL, P.C.**

401 EAST TUSCALOOSA STREET

POST OFFICE BOX 1436

FLORENCE, ALABAMA 35631

CONRAD C. PITTS\*  
CAROL L. ECKL  
BETHANY ELLISON MALONE  
\*ALSO LICENSED IN FLORIDA

TELEPHONE:  
(256) 718-3600  
TELECOPIER:  
(256) 718-0905

June 4, 2003

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: R. G. Darby Company, Inc.

Dear Sir or Madam:

Please be advised that Pitts & Eckl, P.C. has been retained by R. G. Darby Company, Inc. ("R. G. Darby") to register R. G. Darby to do business in Florida as soon as possible. R. G. Darby Company, Inc. shares common ownership with R. G. Darby Company - South, an entity already registered to do business in Florida. Therefore, the common owners of the companies have consented to the registration of R. G. Darby Company, Inc. Enclosed please find a statement explaining this fact, as well as a Transmittal Letter, an Application by a Foreign Corporation, a Certificate of Existence from the Alabama Secretary of State, a check for \$70.00, and a self addressed stamped envelope.

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Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call me at the number listed above.

Sincerely,



Bethany Ellison Malone

Enclosures

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** R. G. DARBY COMPANY, INC.  
(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:

CAROL L. ECKL OR BETHANY ELLISON MALONE  
(Name of Person)  
PITTS & ECKL, P.C.  
(Firm/Company)  
P.O. BOX 1436  
(Address)  
FLORENCE, AL 35631  
(City/State and Zip code)

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For further information concerning this matter, please call:

CAROL L. ECKL OR at ( 256 ) 718-3600  
(Name of Person) (Area Code & Daytime Telephone Number)  
BETHANY ELLISON MALONE

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration 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 Fee, Certificate of Status & Certified Copy

R. G. Darby Company - South is registered to conduct business in Florida. R. G. Darby Company - South and R. G. Darby Company, Inc. have common ownership and essentially are the same company.

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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, 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. ALABAMA 3. 63-0921046  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. DECEMBER 30, 1985 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. LIMITED DEALINGS SINCE APPROXIMATELY 1990  
(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. 3110 KENDALL DRIVE, FLORENCE, AL 35630  
(Principal office address)  
P.O. BOX 2820, FLORENCE, AL 35630  
(Current mailing address)

8. BUILDING PRODUCTS  
(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: Dale W. Morris DALE W. MORRIS  
(Registered agent's signature) ASSISTANT VICE PRESIDENT

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.

SECRETARY OF STATE'S  
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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

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

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

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

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

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

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

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

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

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B. OFFICERS

President: CLIFF DARBY

Address: 3110 KENDALL DRIVE, P.O. BOX 2820

FLORENCE, AL 35630

Vice President: \_\_\_\_\_

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

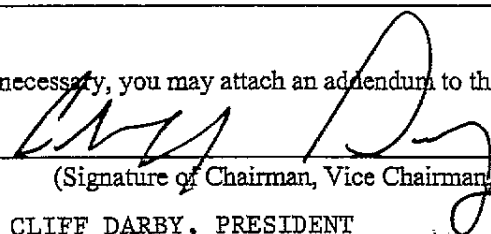
Secretary: \_\_\_\_\_

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

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. CLIFF DARBY, PRESIDENT

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

Nancy L. Worley  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that R.G. Darby Company, Inc. incorporated in Lauderdale County, Florence, Alabama on December 30, 1985. I further certify that the records do not disclose that said R.G. Darby Company, Inc. has been dissolved.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 19, 2003

Date

*Nancy L. Worley*

Nancy L. Worley

Secretary of State