

UCC SERVICES

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May 17 2005 8:34 P.M.

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Division of Corporations

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Florida Department of State

Division of Corporations
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Eljer Holding Corp.

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Florida Dept of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 17, 2005

UCC FILING & SEARCH SERVICES, INC.

SUBJECT: ELIJER HOLDING CORP.
REF: W05000024681

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**SECRETARY OF STATE
TALLAHASSEE, 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. Eljer Holding Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3.

(FEI number, if applicable)

4. May 10, 2005

(Date of incorporation)

5. Perpetual

(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 817.153, F.S.)

7. 5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486

(Principal office address)

Same as above.

(Current mailing address)

8. Holding company.

(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: **CT Corporation System**

Office Address: **1200 South Pine Island Road**

Plantation

(City)

, Florida **33324**

(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.

CT Corporation System

By:

(Registered agent's signature)

Maverice Stuewe
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 business addresses of officers and/or directors:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: See Exhibit A attached hereto

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Exhibit A attached hereto

Address: _____

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. Michael McConvery
(Signature of Director or Officer listed in number 12 of the application)

14. Michael J. McConvery, Vice President
(Typed or printed name and capacity of person signing application)

FILED**EXHIBIT A**

2005 MAY 16 A 8:09

<u>Officer Name</u>	<u>Title</u>	<u>Address</u>	SECRETARY OF STATE TALLAHASSEE, FLORIDA
Marc J. Leder	Vice President, Director	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Rodger R. Krouse	Vice President, Director	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Clarence E. Terry	Vice President, Director	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
T. Scott King	Vice President, Director	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
C. Deryl Couch	Vice President and Asst. Secretary	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Kevin Calhoun	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
David Kreilein	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Jason Neimark	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Lynn Skillen	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
James D. Allen	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Jason A. Leach	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Stephen G. Marble	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Michael Kalb	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Michael Fieldstone	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Michael J. McConvery	Vice President and Asst. Secretary	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Gerald Woelcke	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Aaron Wolfe	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Scott Edwards	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Richard A. Hurwitz	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Brian J. Meyer	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486	
Ralph Lynch	Vice President	375 Park Avenue, Suite 1302 New York, NY 10152	
Erik Swimmer	Vice President	375 Park Avenue, Suite 1302 New York, NY 10152	

FILEDEXHIBIT A (Continued)

2005 MAY 16 A 8:

Kevin Feinblum	Vice President and Asst. Secretary	375 Park Avenue, Suite 1302 New York, NY 10152	SECRETARY OF STA TALLAHASSEE, FLOR
Gary Talarico	Vice President	375 Park Avenue, Suite 1302 New York, NY 10152	
M. Steven Liff	Vice President	11111 Santa Monica Blvd., Suite 1050 Los Angeles, CA 90025	
Matthew Garff	Vice President and Asst. Secretary	11111 Santa Monica Blvd., Suite 1050 Los Angeles, CA 90025	
Anthony Polazzi	Vice President	11111 Santa Monica Blvd., Suite 1050 Los Angeles, CA 90025	
Phil Dougall	Vice President and Asst. Secretary	78-80 Cornhill London, EC3V 3QQ England	
Nathaniel Meyohas	Vice president	78-80 Cornhill London, EC3V 3QQ England	

Delaware

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The First State

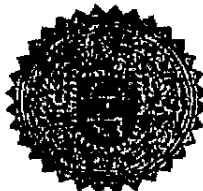
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELJER HOLDING CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ELJER HOLDING CORP." WAS INCORPORATED ON THE TENTH DAY OF MAY, A.D. 2005.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3881345

DATE: 05-16-05