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FOREIGN PROFIT/NONPROFIT CORPORATION

Indalex Holding Corp.

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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. **Indalex 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** 3. **20-3730715**
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. **September 12, 2005** 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. **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, 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.

CT Corporation System
 By: *[Signature]* **Beverlee Stuewe**
 (Registered agent's signature) **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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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 J. 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)

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EXHIBIT A

<u>Officer Name</u>	<u>Title</u>	<u>Address</u>
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	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Chris Metz	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
Michael T. Gillen	Vice President	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
R. 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 Director	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
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

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EXHIBIT A (Continued)

Case Kuehn	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
David Stokoe	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Joel Killion	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Doug Werking	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Charles Megan	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
A. Richard Hurwitz	Vice President and Asst. Secretary	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Brian Urbanek	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Erik Swimmer	Vice President	375 Park Avenue, Suite 1302 New York, NY 10152
Kevin Feinblum	Vice President and Asst. Secretary	375 Park Avenue, Suite 1302 New York, NY 10152
Gary Talarico	Vice President	375 Park Avenue, Suite 1302 New York, NY 10152
David Blechman	Vice President	375 Park Avenue, Suite 1302 New York, NY 10152
Phil Brown	Vice President	375 Park Avenue, Suite 1302 New York, NY 10152
Michael Fieldstone	Vice President	375 Park Avenue, Suite 1302 New York, NY 10152
M. Steven Liff	Vice President Director	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
John P. Beauclair, III	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
Paul Dacus	Vice President	78-80 Cornhill London, EC3V 3QQ England

Delaware

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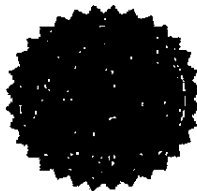
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INDALEX 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 TWENTY-SECOND DAY OF FEBRUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INDALEX HOLDING CORP." WAS INCORPORATED ON THE TWELFTH DAY OF SEPTEMBER, 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: 4540091

DATE: 02-22-06

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