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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

CGI Windows and Doors, Inc.

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Hel J. Simmons FEB 28 2007

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. CGI Windows and Doors, Inc.
 (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. 20-8458868
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 16, 2007 5. Perpetual
 (Date of incorporation) (Duration: Your corp. will cease to exist or "perpetual")

6. Upon Qualification
 (Date first transacted business in Florida, if prior to registration)
 (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o Corlec Management IV, L.L.C., 200 Park Avenue, 20th Floor, New York, New York 10166
 (Principal office address)
c/o Corlec Management IV, L.L.C., 200 Park Avenue, 20th Floor, New York, New York 10166
 (Current mailing address)

8. Manufacturing, selling, marketing and distributing impact resistant aluminum windows and doors
 (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 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: Sarah B. Ayala Sarah B. Ayala
 (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:

RS19-1001.3016 CT System Online

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 TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: See Annex A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Annex A

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Jeffrey A. Lipsitz*
(Signature of Director or Officer listed in number 12 of the application)

14. Jeffrey A. Lipsitz, President and Secretary
(Typed or printed name and capacity of person signing application)

FD-010 (02-01-2006) (T) (Rev. 01-01-06)

Annex A: Officers and Directors

DIRECTORS

<u>Director Name</u>	<u>Address</u>
Jeffrey A. Lipsitz	211 East 70 th Street Apt. 16H New York, NY 10021
Michael E. Najjar	27 West 86 th Street Apt. 2B New York, NY 10024
Jordan Halperin	200 East 64 th Street, Apt. 20B New York, NY 10021

OFFICERS

<u>Officer Name</u>	<u>Title</u>	<u>Address</u>
Jeffrey A. Lipsitz	President and Secretary	211 East 70 th Street Apt. 16H New York, NY 10021
Michael E. Najjar	Vice President and Treasurer	27 West 86 th Street Apt. 2B New York, NY 10024
Jordan Halperin	Vice President and Assistant Secretary	200 East 64 th Street, Apt. 20B New York, NY 10021

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CGI WINDOWS AND DOORS, 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 TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2007.

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

4302296 8300
070233857



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5462867

DATE: 02-26-07