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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

FOREIGN PROFIT/NONPROFIT CORPORATION

USG Corporation

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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B. McKnight JAN 31 2008

**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. USG Corporation

(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. 46-3329400

(FEI number, if applicable)

4. October 22, 1984

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

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

7. 550 W. Adams Street, Chicago, IL 60661

(Principal office address)

550 W. Adams Street, Chicago, IL 60661

(Current mailing address)

8. Engage in any lawful act or activity for which corporations may be organized.

(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: C T 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.

C T Corporation System

Sarah B. Ayala

By: Sarah B. Ayala

Assistant Secretary

(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.

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

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: William C. Foote

Address: 550 W. Adams Street

Chicago, IL 60661

Vice Chairman: _____

Address: _____

Director: See attached addendum.

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached addendum.

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. *Stephen G. Doney*
(Signature of Director or Officer listed in number 12 of the application)

14. Suzanne K. Torrey, Assistant Secretary
(Typed or printed name and capacity of person signing application)

**Addendum to Application by Foreign Corporation for Authorization to
Transact Business in Florida**

OFFICERS

ADDRESS

**WILLIAM C. FOOTE, Chairman and
Chief Executive Officer**

**550 W. Adams St.
Chicago, IL 60661**

**JAMES S. METCALF, President and
Chief Operating Officer**

**550 W. Adams St.
Chicago, IL 60661**

**EDWARD M. BOSOWSKI,
Executive Vice President and
Chief Strategy Officer**

**550 W. Adams St.
Chicago, IL 60661**

**STANLEY L. FERGUSON, Executive Vice
President and General Counsel**

**550 W. Adams St.
Chicago, IL 60661**

**RICHARD H. FLEMING, Executive Vice
President and Chief Financial Officer**

**550 W. Adams St.
Chicago, IL 60661**

**BRIAN J. COOK, Senior Vice President,
Human Resources**

**550 W. Adams St.
Chicago, IL 60661**

**MARCIA S. KAMINSKY, Senior Vice President,
Communications**

**550 W. Adams St.
Chicago, IL 60661**

DOMINIC A. DANNESSA, Vice President

**550 W. Adams St.
Chicago, IL 60661**

BRENDAN J. DEELY, Vice President

**550 W. Adams St.
Chicago, IL 60661**

FAREED A. KHAN, Vice President

**550 W. Adams St.
Chicago, IL 60661**

**KAREN L. LEETS, Vice President and
Treasurer**

**550 W. Adams St.
Chicago, IL 60661**

**D. RICK LOWES, Senior Vice President
and Controller**

**550 W. Adams St.
Chicago, IL 60661**

**DONALD S. MUELLER, Vice President,
Research and Technology Innovation**

**550 W. Adams St.
Chicago, IL 60661**

**CLARENCE B. OWEN, Vice President
and Chief Technology Officer**

**550 W. Adams St.
Chicago, IL 60661**

DAVID C. CAVALLO, Assistant Controller

**550 W. Adams St.
Chicago, IL 60661**

TRACEY A. EDWARDS, Assistant Controller

**550 W. Adams St.
Chicago, IL 60661**

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BRIAN M. MISIUNAS, Assistant Treasurer

550 W. Adams St.
Chicago, IL 60661

BRIAN P. MOORE, Assistant Treasurer

550 W. Adams St.
Chicago, IL 60661

ELLIS A. REGENBOGEN, Corporate Secretary
and Associate General Counsel

550 W. Adams St.
Chicago, IL 60661

VINCENT P. FLOOD, Assistant Secretary

550 W. Adams St.
Chicago, IL 60661

SUZANNE K. TORREY, Assistant Secretary

550 W. Adams St.
Chicago, IL 60661

DIRECTORS

JOSE ARMARIO

550 W. Adams St.
Chicago, IL 60661

ROBERT L. BARNETT

550 W. Adams St.
Chicago, IL 60661

KEITH A. BROWN

660 W. Adams St.
Chicago, IL 60661

JAMES C. COTTING

550 W. Adams St.
Chicago, IL 60661

LAWRENCE M. CRUTCHER

550 W. Adams St.
Chicago, IL 60661

WILLIAM C. FOOTE

550 W. Adams St.
Chicago, IL 60661

W. DOUGLAS FORD

550 W. Adams St.
Chicago, IL 60661

DAVID W. FOX

550 W. Adams St.
Chicago, IL 60661

VALERIE B. JARRETT

550 W. Adams St.
Chicago, IL 60661

STEVEN F. LEER

550 W. Adams St.
Chicago, IL 60661

MARVIN E. LESSER

550 W. Adams St.
Chicago, IL 60661

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JUDITH A. SPRIESER

550 W. Adams St.
Chicago, IL 60661

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USG CORPORATION" 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-NINTH DAY OF JANUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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AND
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6345101

DATE: 01-29-08