

F990000000069



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 083743 4303132

AUTHORIZATION :

Patricia Kyzar

COST LIMIT : \$ 70.00

ORDER DATE : December 30, 1998

ORDER TIME : 11:09 AM

ORDER NO. : 083743-015

CUSTOMER NO: 4303132

600002727926--8

CUSTOMER: Mr. Sean Monroe
Munger, Tolles & Olson
355 S. Grand Avenue

W98-29322

Los Angeles, CA 90071

FOREIGN FILINGS

NAME: HENRY COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 AM 9:23

H2 114



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 31, 1998

CSC

RESUBMIT

SUBJECT: HENRY COMPANY
Ref. Number: W98000029322

Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 698A00061181

Michael,

attached you will find the clients
version of the resolution by the
board of directors. please take a
look at this format.

- Lor. Dunlap.

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE EXECUTIVE COMMITTEE OF THE
BOARD OF DIRECTORS OF
HENRY COMPANY**

The undersigned, being all of the members of the Executive Committee of the Board of Directors of Henry Company, a California corporation (the "Company"), acting pursuant to the authority of Section 307(b) of the California General Corporation Law, hereby consent to the adoption of the following resolutions, and approve and adopt said resolutions with the same force and effect as if they had been approved and adopted at a duly convened meeting of the Executive Committee of the Board of Directors of the Company.

RESOLVED, that the form, terms, and provisions of the Agreement and Plan of Merger, attached hereto as Exhibit A, between the Company and Monsey Products Co., a Pennsylvania corporation and the Company's wholly-owned subsidiary ("Monsey"), pursuant to which Monsey will be merged with and into the Company with the Company assuming all of the obligations of Monsey, pursuant to Section 1110 of the California Corporations Code, be, and the same hereby are, approved and adopted in all respects;

FURTHER RESOLVED, that in connection with the merger the Company qualify itself to transact business as a foreign corporation in the States of Florida, Indiana, Pennsylvania, New Jersey, New York and South Carolina and any other states in which the officers of the Company deem such qualification to be necessary or desirable, and that the Company thereby subject itself to the laws of such states applicable to foreign corporations;

FURTHER RESOLVED, that "Henry Company" will be the name under which the Company will transact business as a foreign corporation in any state. If this name is not available, and for purposes of any assumed business name filings in any state the following names may be used by the Company, or any other such name as the officers of the Company shall consider necessary or desirable:

Henry Asphalt Company
Henry Company - [State Name]
Monsey Bakor

FURTHER RESOLVED, that the officers of the Company be, and they hereby are, authorized and directed to take or cause to be taken all such further actions, to execute and deliver all such further instruments and documents, in the name and on behalf of the Company, and to incur all such fees and expenses as in their judgment shall be necessary, advisable, or desirable in order to carry out fully the intent and purpose of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that any and all actions heretofore taken by the directors and officers of the Company in connection with the transactions contemplated by the foregoing resolutions be, and they hereby are, approved, ratified, and confirmed in all respects.

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DIVISION OF CORPORATIONS

99 DEC 31 AM 9:23

IN WITNESS WHEREOF, the undersigned, being all of the members of the Executive Committee of the board of directors of the Company have executed this written consent as of this 18th day of December, 1998. This written consent may be executed in counterparts.

Warner W. Henry

Paul H. Beemer



Richard B. Gordinier

Frederick H. Muhs

Joseph T. Mooney, Jr.

12/22/1998 18:01 213-5817764

JEFFREY WAHBA

PAGE 04

DEC-17-1998 17:07

HENRY 626-799-4333

P.02

IN WITNESS WHEREOF, the undersigned, being all of the members of the Executive Committee of the board of directors of the Company have executed this written consent as of this 18th day of December, 1998. This written consent may be executed in counterparts.


Warner W. Henry
Paul H. Bremer
Richard E. Gordinier
Frederick H. Muls
Joseph T. Mooney, Jr.

12/22/1998 18:01 213-5817754

JEFFREY WAHBA

PAGE 03

FROM : Paul H. Bremer
12/18/1998 15:33

213-5817754

PHONE NO. : 949 489 8866

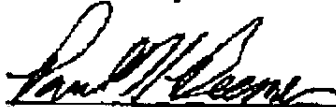
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JEFFREY WAHBA

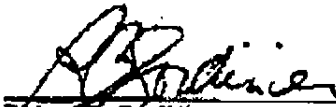
PAGE 03

IN WITNESS WHEREOF, the undersigned, being all of the members of the Executive Committee of the board of directors of the Company have executed this written consent as of this 18th day of December, 1998. This written consent may be executed in counterparts.

Warren W. Henry



Paul H. Bremer



Richard H. Cordiller

Frederick H. Muhi

Joseph T. Mooney, Jr.

12/28/1998 14:45 213-5817764

JEFFREY WAHBA

PAGE 04

12/28/1998 16:30 2013139591

TED MUHS

PAGE 03

12/18/98 11:54 213 582 6420

HENRY CO.

003

IN WITNESS WHEREOF, the undersigned, being all of the members of the Executive Committee of the board of directors of the Company have executed this written consent as of this 18th day of December, 1998. This written consent may be executed in counterparts.

Warner W. Henry

Paul H. Henry



Richard A. Cordino



Frederick H. Muhs

Joseph T. Mooney, Jr.

12/22/1998 18:01 213-5817764

JEFFREY WAHBA

PAGE 02

ID:

DEC 21 '98 12:44 No.010 P.Q1

IN WITNESS WHEREOF, the undersigned, being all of the members of the Executive Committee of the board of directors of the Company have executed this written consent as of this 18th day of December, 1998. This written consent may be executed in counterparts.

Walter W. Henry

Paul H. Bomer

Richard H. Goodrich

Frederick H. Mulis

Joseph T. Mooney, Jr.

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. Henry Company
(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. California
(State or country under the law of which it is incorporated)
3. 95-3618402
(FEI number, if applicable)
4. March 30, 1981
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Pending approval
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. 2911 Slauson Avenue
Huntington Park, CA 90255
(Current mailing address)
8. Manufacturer and distributor of roof and driveway coatings and related products.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: Laura R. Dunn
(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.

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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

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.  12/18/98
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

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

HENRY COMPANY

Officers and Directors

Board of Directors

Chairman of the Board

Name and Address

Warner W. Henry
Henry Company
2911 Slauson Avenue
Huntington, CA 90255

Vice Chairmen of the Board

Joseph T. Mooney, Jr.
(same)

Paul H. Beemer
(same)

Directors

Frederick H. Muhs
(same)

Carol F. Henry
(same)

Donald H. Ford
(same)

Terrill M. Gloege
(same)

Jeffrey A. Wahba
(same)

Richard B. Gordinier
(same)

Officers

President and Chief Operating
Officer

Richard B. Gordinier
Henry Company
2911 Slauson Avenue
Huntington, CA 90255

Chief Executive Officer

Warner W. Henry
(same)

Vice President, Secretary, and
Chief Financial Officer

Jeffrey A. Wahba
(same)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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DIVISION OF CORPORATIONS
98 DEC 31 AM 9:23

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 30th day of March, 19 81,

HENRY COMPANY

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

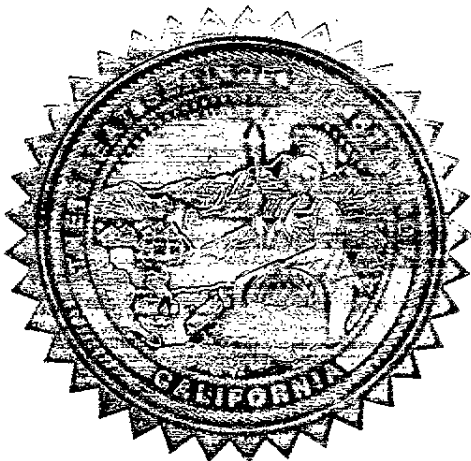
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

December 17, 1998



Bill Jones

Secretary of State