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CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

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-02/10/99-01061-021
*****70.00 *****70.00

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MASTER Builders, Inc.

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MASTER BUILDERS, INC.

DIRECTORS' WRITTEN CONSENT

The undersigned, being all of the directors of Master Builders, Inc., a Delaware corporation (the "Company"), do hereby consent, pursuant to Section 141(f) of the General Corporation Law of Delaware and Section 9 of Article III of the Bylaws of the Company, to the following actions, which consent shall have the same force and effect as if such actions were adopted at a duly convened meeting of the board of directors of the Company at which a quorum was present and voting throughout:


Adoption of Fictitious Name in Florida

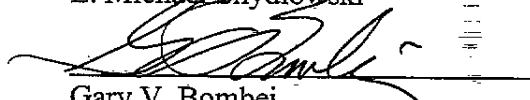
RESOLVED, that Master Builders, Inc. organized and existing in the State of Delaware, hereby adopts the name SKW Master Builders, Inc. for use in Florida.


Filing Resolution

RESOLVED, that the Secretary of the Company file this Consent with the record of the proceedings of the Board of Directors of the Company.

IN WITNESS WHEREOF, the undersigned have executed this written consent to be effective as of February 5, 1999.


L. Michael Shydlo


Gary V. Bombei


Peter A. Vinocur

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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. Master Builders, Inc.
(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. Delaware (State or country under the law of which it is incorporated)

3. 34-1880920 (FEI number, if applicable)

4. 12/16/98 (Date of incorporation)

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

6. Will begin doing business 1/1/99
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 23700 Chagrin Blvd.
Cleveland, Ohio 44122-5554
(Current mailing address)

8. Marketing and sale of construction chemicals used for the improvement protection and repair of concrete and related services.
(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

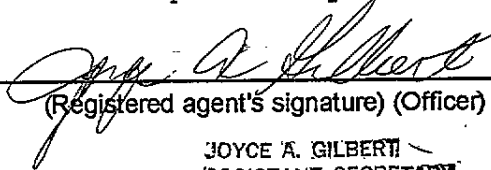
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

JOYCE A. GILBERT
ASSISTANT SECRETARY

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. *Peter A. Vinocur*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peter A. Vinocur, Vice President
(Typed or printed name and capacity of person signing application)

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MASTER BUILDERS, INC.

DIRECTORS

Name:	Business Address:
L. Michael Shydrowski	23700 Chagrin Blvd. Cleveland, OH 44122
Gary V. Bombei	23700 Chagrin Blvd. Cleveland, OH 44122
Peter A. Vinocur	23700 Chagrin Blvd. Cleveland, OH 44122

OFFICERS

Title:	Name:	Business Address:
President	L. Michael Shydrowski	23700 Chagrin Blvd. Cleveland, OH 44122
Vice President/Treasurer	Gary V. Bombei	23700 Chagrin Blvd. Cleveland, OH 44122
Vice President / Secretary	Peter A. Vinocur	23700 Chagrin Blvd. Cleveland, OH 44122
Assistant Secretary	Donald A. Kehr	23700 Chagrin Blvd. Cleveland, OH 44122

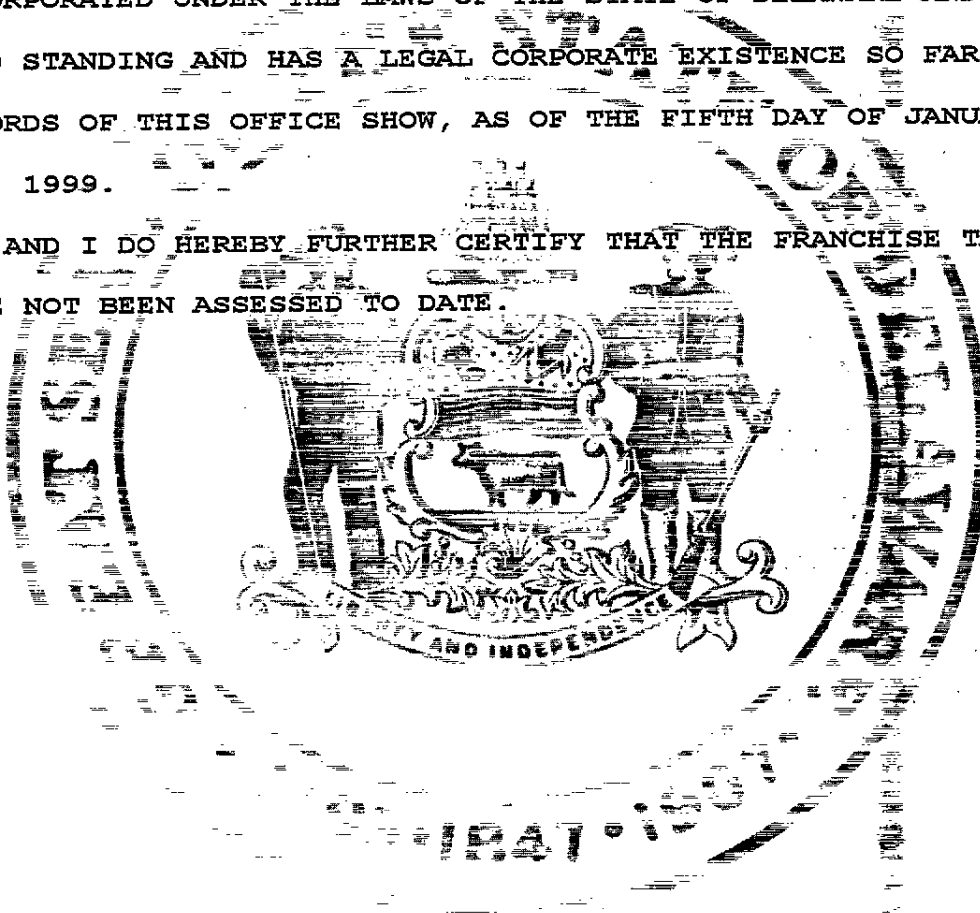
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MASTER BUILDERS, 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 FIFTH DAY OF JANUARY, A.D. 1999.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9504177
DATE: 01-05-99