

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

000002857180--0

-04/29/99--01105--019

*****70.00 *****70.00

Philips Products, Inc

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> After 4:30 |
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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. Philips Products, 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. 36-4284102

(FEI number, if applicable)

4. March 25, 1999

(Date of incorporation)

5. Perpetual

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

6. May 3, 1999

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 3321 Magnum Drive, Elkhart, Indiana 46516

(Current mailing address)

8. Design, manufacture and sale of doors, windows and other building 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:

Name: C T Corporation System

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

Plantation, Florida, 33324
(Zip Code)

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

Carol Record

(Registered agent's signature) (Officer)

Assistant Secretary

(Type Name and Title of Officer)

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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 of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

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. *Claudia E. Chamberlain*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. *Claudia E. Chamberlain, Asst. Secretary*
(Typed or printed name and capacity of person signing application)

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Philips Products, Inc.

W. Michael Jones	President	3321 Magnum Drive, Elkhart, IN 46516
Gerald A. Kruzel	Vice President, Controller	3321 Magnum Drive, Elkhart, IN 46516
Daniel J. Disser	Vice President	4801 Springfield St., Dayton, OH 45431
Tom Swaney	Vice President, Operations	3221 Magnum Drive, Elkhart, IN 46516
Ron Mason	General Manager - Ventline	902 South Division, Highway 15 South, Bristol, IN 46507
Garth Dexter	General Manager - Malta	13 th Street, Malta, OH 43758
George S. Pappayliou	Secretary	4801 Springfield St., Dayton, OH 45431
Claudia E. Chamberlain	Assistant Secretary	4801 Springfield St., Dayton, OH 45431
Kathleen A. Sullivan	Assistant Secretary	4801 Springfield St., Dayton, OH 45431
Elizabeth A. Ensing	Assistant Secretary - Tax Compliance	4801 Springfield St., Dayton, OH 45431

Directors:

Anthony J. Reading, Chairman	4801 Springfield St., Dayton, OH 45431
Daniel J. Disser	4801 Springfield St., Dayton, OH 45431
W. Michael Jones	3321 Magnum Drive, Elkhart, IN 46516
Gerald A. Kruzel	3321 Magnum Drive, Elkhart, IN 46516

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHILIPS PRODUCTS, 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-SEVENTH DAY OF APRIL, A.D. 1999.

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

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DIVISION OF CORPORATIONS
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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

9710107

DATE:

04-27-99