



F99000004537

ACCOUNT NO. : 072100000032

REFERENCE : 359729 4319312

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : August 31, 1999

ORDER TIME : 10:17 AM

ORDER NO. : 359729-005

CUSTOMER NO: 4319312

200002975732-3

CUSTOMER: Shelley Sorkin, Legal Asst
Gaf Corporation
1361 Alps Road

Wayne, NJ 074703687

FOREIGN FILINGS

NAME: LL BUILDING PRODUCTS INC.

(Handwritten circled '5')

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP - 1 PM 1:09
RECEIVED
99 SEP - 1 AM 11:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32310

BPC 9/1/99

**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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
19 SEP 1999 PM 1:09

1. LL Building 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. 58-2394554
(FEI number, if applicable)
4. 4/30/98
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4501 Circle 75 Parkway, Atlanta, GA 30339
(Current mailing address)
8. _____
(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 or Mail Drop Box **NOT** acceptable)
Name: Prentice Hall Corporation System
Office Address: 1201 Hays Street, Suite 105
Tallahassee, FL 32301, 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.
By: [Signature]
(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 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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: William W. Collins

Address: 1361 Alps Road, Wayne, NJ 07470

Director: William C. Lang

Address: 1361 Alps Road, Wayne, NJ 07470

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

President: Steven Olsen

Address: 4501 Circle 75 Parkway

Atlanta, GA 30339

Vice President: William C. Lang

Address: 1361 Alps Road

Wayne, NJ 07470

Secretary: Richard A. Weinberg

Address: 1361 Alps Road,

Wayne, NJ 07470

Treasurer: Susan B. Yoss

Address: 1361 Alps Road

Wayne, NJ 07470

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Richard A. Weinberg, Exec. VP & Secretary
(Typed or printed name and capacity of person signing application)RECEIVED
DIVISION OF CORPORATIONS
99 SEP -1 PM 1:09

Sandra B. Mortham, Secretary of State

**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE FOR
ALIEN BUSINESS ORGANIZATION OR FOREIGN CORPORATION**

PURSUANT TO SECTION 607.0505, FLORIDA STATUTES, THE UNDERSIGNED ALIEN BUSINESS ORGANIZATION OR FOREIGN CORPORATION SUBMITS THE FOLLOWING STATEMENT IN ORDER TO DESIGNATE ITS REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA:

1. LL Building Products Inc.
(Name of alien business organization or foreign corporation)

2. Delaware 3. 58-2394554
(State or country under which entity is organized) (FEID) Number, if applicable

4. 4501 Circle 75 Parkway, Atlanta, GA 30339
(Principal office address)

5. Name and Florida street of registered agent.

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

6. The street address of the registered office and the street address of the business office of the registered agent are identical.

7. _____
(Signature of chairman, vice chairman, or officer)

8. Executive Vice President and Secretary
(Name and capacity of person signing in number 7 above)

9. Signature of registered agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes.

By: Corporation Service Company
[Signature]
(Registered agent accepting appointment)

8/31/99
(Date)

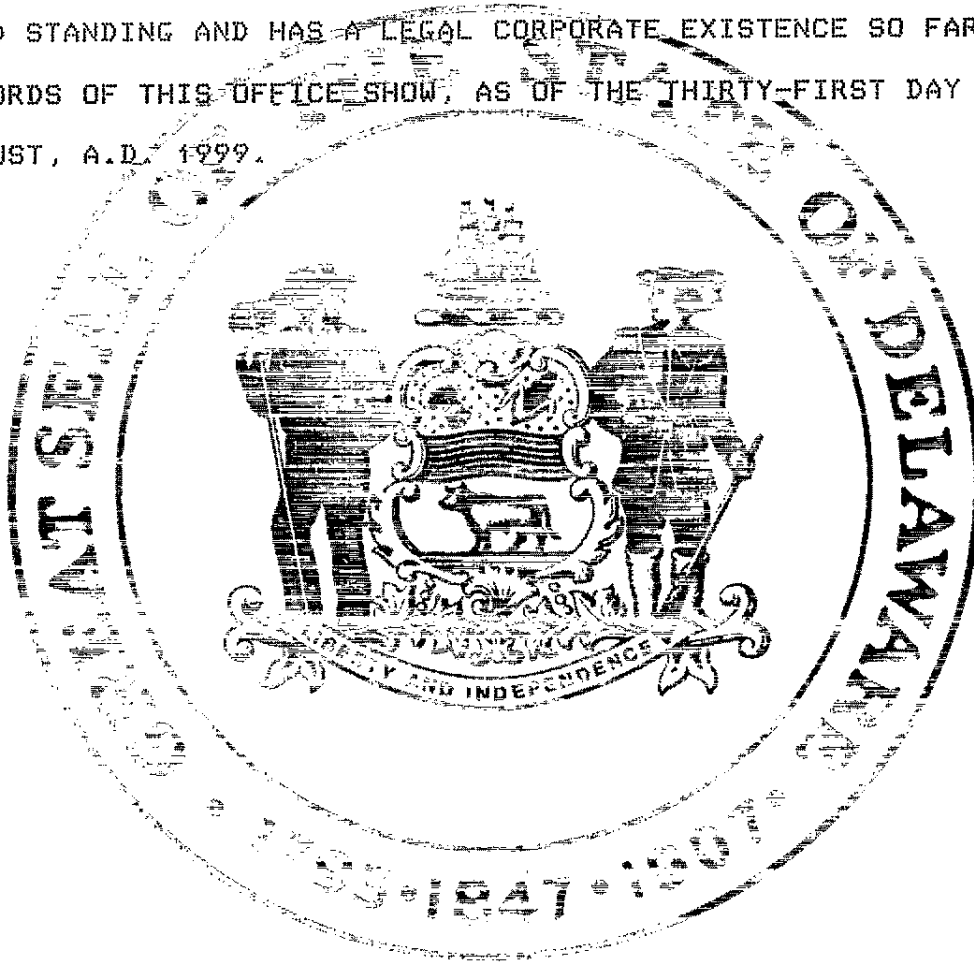
THE FILING OF THIS ALIEN BUSINESS ORGANIZATION FORM WITH THE FLORIDA DEPARTMENT OF STATE DOES NOT AUTHORIZED THE ABOVE REFERENCED ENTITY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILING FEE \$35

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LL BUILDING 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 THIRTY-FIRST DAY OF AUGUST, A.D. 1999.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -1 PM 1:09



Edward J. Freel

Edward J. Freel, Secretary of State

2891125 8300

AUTHENTICATION: 9948637

991364370

DATE: 08-31-99