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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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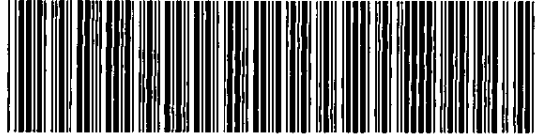
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09 MAR -2 AM 8:47
SECTION 100
TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Roofing Supply Group, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Lisa Gold, General Counsel
(Name of Person)

Roofing Supply Group, LLC
(Firm/Company)

3890 W. Northwest Highway, Suite 400
(Address)

Dallas, TX 75220
(City/State and Zip Code)

For further information concerning this matter, please call:

Lisa Gold at (214) 956-5174
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Roofing Supply Group, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

RSGRP, LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 20-5169732

(FEI number, if applicable)

4. 7/3/2006

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. 1/16/2009

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 3890 W. Northwest Highway, Suite 400

Dallas, TX 75220

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Roofing Supply Group Holdings, Inc.

3890 W. Northwest Highway, Suite 400

Dallas, TX 75220

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Any and all business permitted by the State of Florida for Limited Liability Companies

Mike Farrell
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Mike Farrell, COO / CFO
Typed or printed name of signee

09 MAR -2 AM 8:11
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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Roofing Supply Group, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

RSGRP, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road, c/o CT Corporation

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation, FL 33324

FL

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Maria Ozaeta
(Signature)

Maria Ozaeta
Vice President

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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TALLAHASSEE FLORIDA

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROOFING SUPPLY GROUP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF JANUARY, A.D. 2009.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7086786

DATE: 01-16-09

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09 MAR -2 AM 8:
TALLAHASSEE FL
SECRETARY OF STATE

**WRITTEN CONSENT OF THE SOLE MEMBER
(in Lieu of a Special Meeting)**

OF

ROOFING SUPPLY GROUP, LLC

February 13, 2009

The undersigned, being the sole member (the "Member") of **ROOFING SUPPLY GROUP, LLC**, a Delaware limited liability company (the "Company"), acting pursuant to the Delaware Limited Liability Company Act, as amended, the Certificate of Organization of the Company, as amended, and the Regulations, as amended, of the Company, does hereby (i) waive any and all requirements for calling, giving notice of, and holding a special meeting of the Sole Member of the Company; (ii) consents to and confirms the taking of the following actions by the Company, such written consent to be evidence of the actions taken by the Member as of the date hereof; and (iii) adopts and consents to the transactions contemplated by the resolutions set forth below:

BE IT RESOLVED, that the Company hereby is authorized and approved to file the assumed or fictitious name of "RSGRP, LLC" for the operation of its business in any jurisdiction in which it desires to transact business, and be it

FURTHER RESOLVED, that the officers of the Company (the "Authorized Officers"), or any one or more of them, be and they are hereby authorized, empowered and directed to execute and deliver, in the name of and on behalf of the Company, all other documents, certificates, instruments and agreements required to be executed, delivered and/or performed and required by or otherwise entered into, executed and delivered by the Company, in connection with the foregoing resolutions.

Dated as of the date written above.

SOLE MEMBERS:

**ROOFING SUPPLY GROUP HOLDINGS, INC., a
Delaware corporation**



Mike Farrell, Chief Operating Officer