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AUSTIN
DALLAS
FORT WORTH
HOUSTON
MONTERREY, MEXICO

January 29, 2002

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Amendment to Change of Corporate Name

Dear Sir/Madam:

Enclosed please find:

1. Application for Amendment signed by Chairman, Vice-Chairman of the Board, President or any officer; and
2. Certified copy of name change from state of incorporation;

evidencing the name change of Triangle Pacific Corp. to Armstrong Wood Products, Inc. Along with the documents listed is a check in the amount of \$35 payable to the Department of State.

Please signify the filing of this permit application by marking the enclosed copy of the certified copy marked "COPY" as filed and return such in the enclosed pre-paid envelope.

Please do not hesitate to contact me if you have any questions. I can be reached at (214) 969-1364 or hornsby@tklaw.com. Thank you for your assistance.

Sincerely,

Richard Hornsby

Richard Hornsby,
Legal Assistant

Enclosures

cc: Jeff Nickel (w/o encls)
Willie Schuerger (w/o encls)
Anne Armstrong (w/o encls)

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JFNC
7/8 2-4-02

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Triangle Pacific Corp.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 09/02/88
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/06/01
5. Armstrong Wood Products, Inc.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
no change
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
no change
(New jurisdiction)

Jeffrey D. Nickel
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Jeffrey D. Nickel
(Typed or printed name)

January 23, 2002
(Date)

Secretary
(Title)

FILED
02 FEB -4 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

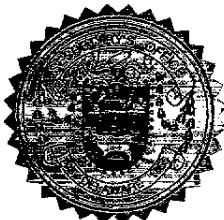
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "ARMSTRONG WOOD PRODUCTS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE FIFTEENTH DAY OF NOVEMBER, A.D. 2000, AT 5:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TRIANGLE PACIFIC CORP." TO "ARMSTRONG WOOD PRODUCTS, INC.", FILED THE SIXTH DAY OF NOVEMBER, A.D. 2001, AT 3:30 O'CLOCK P.M.



2084363 8100X

020037476

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1567418

DATE: 01-18-02

RESTATED CERTIFICATE OF INCORPORATION
OF
TRIANGLE PACIFIC CORP.

TRIANGLE PACIFIC CORP., a corporation organized and existing under the laws of the State of Delaware (herein called the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Triangle Pacific Corp. The Corporation was originally incorporated under the name "Tripac Holding Corp.", and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on February 25, 1988.

2. This Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of Delaware on August 16, 1993, as amended December 30, 1999.

3. The text of the Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of Delaware on August 16, 1993, as amended December 30, 1999, is hereby restated and further amended to read in its entirety as set forth on Annex A attached hereto and incorporated herein by reference.

4. This Restated Certificate of Incorporation has been duly adopted in accordance with the requirements of Sections 242 and 245 of the General Corporation Law of the State of Delaware. The sole stockholder of the Corporation has duly adopted this Restated Certificate of Incorporation pursuant to a written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed on behalf of the Corporation this 15th day of November, 2000.

TRIANGLE PACIFIC CORP.

By: E. Duane Plaster

Name: E. Duane Plaster

Title: President

Attest:

Paul L. Barrett

Name: Paul L. Barrett

Title: Secretary

ANNEX A**RESTATED CERTIFICATE OF INCORPORATION****OF****TRIANGLE PACIFIC CORP.****ARTICLE I**

The name of the corporation is Triangle Pacific Corp. (the "Corporation").

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

The total number of shares of capital stock which the Corporation shall have authority to issue is 10,000 shares of Common Stock, par value \$.01 per share (the "Common Stock").

ARTICLE V

To the fullest extent permitted by the Delaware General Corporation Law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of duty as a director. Without limiting the foregoing in any respect, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which

involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a director of the Corporation in respect of any act or omission occurring prior to the time of such repeal or modification. This provision shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability which has not been eliminated by this provision.

ARTICLE VI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

NOV-06-2001 14:02

CT CORPORATION SYSTEM

STATE OF DELAWARE
2540540573 OF STATE/02
DIVISION OF CORPORATIONS
FILED 03:30 PM 11/06/2001
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**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
TRIANGLE PACIFIC CORP.**

TRIANGLE PACIFIC CORP. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

FIRST: That the Board of Directors of the Corporation, at a special meeting held on October 30, 2001, adopted resolutions proposing and declaring advisable the amendment to the Restated Certificate of Incorporation of the Corporation set forth in ARTICLE FOURTH below.

SECOND: That the sole stockholder of the Corporation, by its written consent in lieu of special meeting dated October 30, 2001, adopted resolutions approving and adopting this amendment.

THIRD: That this amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the DGCL.

FOURTH: That ARTICLE FIRST of the Restated Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

The name of the corporation is Armstrong Wood Products, Inc. (the "Corporation").

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed as of the 30th day of October, 2001.

TRIANGLE PACIFIC CORP.

By: 

Name: Paul L. Scarce

Title: Secretary