



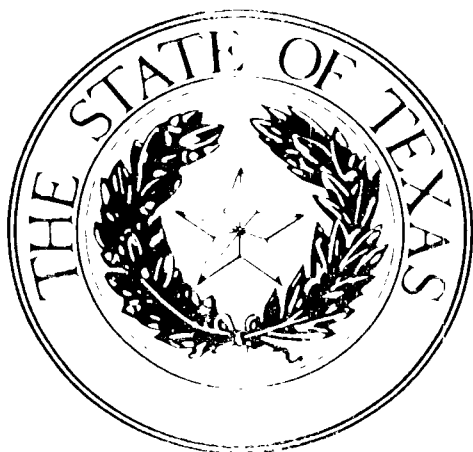
The State of Texas

SECRETARY OF STATE

I, ELTON BOMER, Secretary of State of Texas, DO HEREBY CERTIFY that GAF CORPORATION, a DELAWARE corporation, was issued a Certificate Of Authority to do business in the State of Texas on DECEMBER 19, 1939;

IT IS FURTHER CERTIFIED that according to the records of this office a Certificate of Withdrawal was issued to the above named corporation on SEPTEMBER 26, 1986;

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 1, 2000.



A handwritten signature in cursive script, appearing to read "Elton Bomar".

Elton Bomar
Secretary of State

BAM



The State of Texas

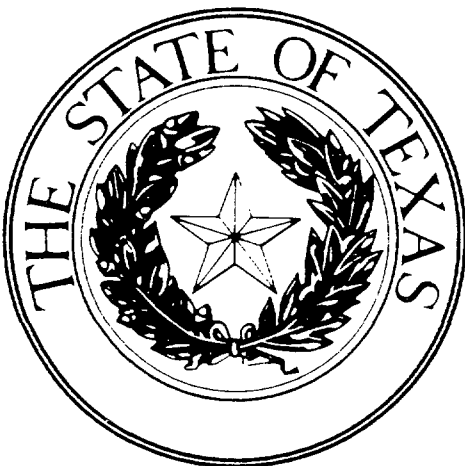
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached are true and correct copies of the following described documents on file in this office:

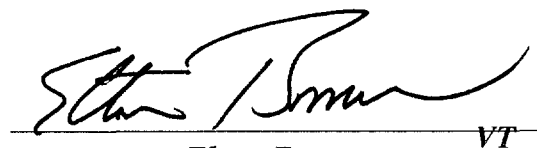
GAF CORPORATION
FILE NO. 10137-6

APPLICATION FOR CERTIFICATE OF AUTHORITY
APPLICATION FOR CERTIFICATE OF WITHDRAWAL

DECEMBER 19, 1939
SEPTEMBER 26, 1986



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 2, 2000.



Elton Bomer
Secretary of State

VT

ENTERED ON LEDGER

NO. 10137

FOREIGN PERMIT OF

*General Quinine &
Coke Corporation*

Delaware
3074

3,000,000 shares of common stock
Capital Stock ---- \$ *3,000,000.00*
Filing Fee ----- \$ *50.00*
Franchise ----- \$
3,000,000.00 premium for
Remarks: *3,000,000 shares of common*
12,523,450.00 premium for
500,738 shares of common stock

12,523,450.00 premium.
and filing fee of 60.00
on 4-15-21 *24855*

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

Claude A. Williams
THE SECRETARY OF STATE 19 *21*

Assistant Secretary of State Secretary of State

0-1237-1238-1m.

5506

Approved
12/17/39
Claude Williams

APPLICATION FOR PERMIT TO DO BUSINESS IN THE STATE OF TEXAS

I. General Aniline & Film Corporation

duly organized and existing under the laws of the State of Delaware hereby makes application to the Secretary of State of the State of Texas for a permit to do business in Texas for a period of ten years.

(Attached hereto and made a part of this application is a copy of original charter and all amendments thereto certified by the Secretary of State of the home state of the corporation.)

II. The purpose of the business said corporation desires to transact in Texas is

the wholesale distribution of photographic chemicals, supplies, materials and equipment

III. a. The home office of said corporation to which all notices from the Secretary of State are requested to be mailed is 521 Fifth Avenue

New York

(City)

New York

(State)

b. The stockholders of the corporation are resident citizens of the States of Arizona, California, Colorado, Connecticut, District of Columbia, Florida, Illinois, Indiana, Louisiana, Maryland, Massachusetts, Michigan, Missouri, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont, West Virginia, Wisconsin and of England, France, Germany, Holland and Switzerland, according to addresses on stock records

c. The corporation now has permits to and is transacting business in the States of New York and New Jersey. The corporation is about to qualify as a foreign corporation in the States of California, Florida, Illinois, Massachusetts, Missouri and Ohio and in the District of Columbia

d. Its business in the State of Texas is to be transacted at

2025 Commerce Street, Dallas, Texas

e. The name of the manager or person in charge of said Texas business or agency will be

Roland J. Swedlund

(Name)

2025 Commerce Street

(Street Address)

Dallas

(City)

IV. The number of the directors of said corporation is nine and the names and residences of its present board of directors are as follows:

Name	Residence and Address
H. Aickelin	49 Prospect Hill Ave., Summit, N. J.
E. M. Clark	Bellehaven, Greenwich, Conn.
Edsel B. Ford	1100 Lake Shore Rd., Grosse Pointe Shores, Mich.
R. Hutz	292 Maple Street, Englewood, N. J.
D. A. Schmitz	Meads Point, Greenwich, Conn.
W. H. vom Rath	Cedar Swamp Road, Glen Cove, L.I., N.Y.
W. E. Weiss	Elmwood, Flm Grove, Wheeling, W.Va.
H. S. Williamson	1165 Park Avenue, New York, N. Y.

(One vacancy)

V. a. The amount of the AUTHORIZED CAPITAL STOCK at this date is:

Common ^B Stock	3,000,000	shares	\$	3,000,000
Preferred Stock	none	shares	\$	none
A Stock				
Non Par Value Common	3,000,000	shares		
Non Par Preferred	none	shares		

b. The amount of the SUBSCRIBED CAPITAL STOCK of the authorized capital stock at this date is:

Common ^B Stock	3,000,000	shares	\$	3,000,000
Preferred Stock	none	shares	\$	none
A Stock				
Non Par Value Common	500,938	shares, actual consideration received or to be received per share \$.25	\$	12,523,450
Non Par Preferred	none	shares, actual consideration received or to be received per share \$	none	none

c. The amount of the PAID IN CAPITAL STOCK of the authorized capital stock is:

Common ^B Stock	3,000,000	shares	\$	3,000,000
Preferred Stock	none	shares	\$	none
A Stock				
Non Par Value Common	500,938	shares	\$	12,523,450
Non Par Preferred	none	shares	\$	none

d. The amount of the AUTHORIZED CAPITAL STOCK PAID IN CASH IS \$ 15,900,000

e. Attached hereto and made a part of this application is a verified statement of the assets and liabilities of the corporation.

We and each of us do solemnly swear that the facts set forth in the above and foregoing application for a permit to do business in Texas are true and correct.

Hugh S. Williamson Vice-President
W.H. vom Rath Secretary

Subscribed and sworn to before me this 12th day of December, 1939.

(SEAL)

STATE OF NEW YORK
COUNTY OF NEW YORK

S. J. Hatch
S. J. HATCH
NOTARY PUBLIC, Bronx County
Bronx Co. Clerk's No. 13
Cert. filed in N. Y. Co. Clerk's No. 29
Commission expires March 30th 1941

Before me, the undersigned authority, on this day personally appeared Hugh S. Williamson, Vice-President, and William H. vom Rath, Secretary of General Aniline & Film Corporation

known to me to be the persons whose names are subscribed to the foregoing instrument, who each for himself acknowledged to me that he executed the foregoing application for permit to do business in the State of Texas as the act and deed of said corporation for the purpose and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 12th day of December, A. D. 1939.

(SEAL)

S. J. Hatch
S. J. HATCH
NOTARY PUBLIC, Bronx County
Bronx Co. Clerk's No. 13
Cert. filed in N. Y. Co. Clerk's No. 29
Commission expires March 30th 1941

IMPORTANT NOTICE!

1. At least fifty per cent of the authorized capital stock must be subscribed and at least ten percent paid in, or \$100,000.00 paid in cash.
2. The issued capital stock must be included as an asset in the statement of assets and liabilities of the corporation. Under the laws of the State of Texas, issued capital stock includes both the paid in capital stock and the stockholders' subscriptions to the unissued capital stock.
3. The minimum filing fee of \$50.00 must be paid when this permit is granted. At the expiration of the first permit year in Texas, the correct fee due is computed as follows: Divide the sum of the Texas assets and receipts by the sum of the total assets and receipts and multiply the issued capital stock by the percentage so obtained. The capital stock employed in Texas thus determined is subject to a filing fee of \$50.00 for the first \$10,000.00, or fraction thereof, and \$10.00 for each additional \$10,000.00, or fraction thereof, and the additional amount due--after crediting the original \$50.00 payment--must be paid within 90 days after the expiration of the first permit year. The maximum filing fee is \$250.00.
4. Within 90 days after the expiration of the first permit year, the corporation must file a first year franchise tax report and pay the tax from date of permit up to May 1st following the expiration of the first permit year in order to avoid penalty. Although the franchise tax is a separate charge from the additional filing fee, both should be paid at the same time. Thereafter the tax accrues each May 1st.

ANTI-TRUST AFFIDAVIT

STATE OF New York
COUNTY OF New York

Before me, the undersigned authority, on this day personally appeared Hugh E. Williamson,
Vice-President of
General Aniline & Film Corporation, who being by me duly sworn, deposes and says:

That ~~the~~ General Aniline & Film Corporation is not a trust or organization in restraint of trade, in violation of the laws of Texas; that it has not, within twelve months next preceding the date of this affidavit, entered into any combination, contract, obligation or agreement to create nor which may tend to create or to carry out any restriction in trade or commerce or aids to commerce, nor to fix, maintain, increase or reduce the price of any merchandise, produce or commodity, or any article of commerce; nor to prevent or lessen competition in the manufacture, making, transportation, sale or purchase of any merchandise, produce or commodity, or any article of commerce, or in the preparation thereof for market; nor to fix or maintain any standard or figure whereby the price of same is or has been in any manner affected, controlled or established. That it has not, during said time, entered into, executed or carried out any contract, obligation or agreement with any person, corporation or association of persons not to sell or dispose of any commodity or articles of commerce below a common standard or figure, or to keep the price thereof at a fixed or graded figures, or to preclude a fair and unrestricted competition in the sale of any commodity or articles of commerce, or to regulate, fix or limit the output thereof, or to abstain from engaging in or continuing business or from the purchase or sale of any commodity or article of commerce partially or entirely within the State of Texas or any portion thereof.

Affiant further says that the said General Aniline & Film Corporation

has not within twelve months next preceding the date of this affidavit, either directly or through the instrumentality of trustees or otherwise, acquired the shares or certificates of stocks or bonds, franchises or other rights or the physical properties or any part thereof of any other corporation or corporations for the purpose of preventing or lessening or which tends to affect or lessen competition. That it has not within said time entered into any agreements or understanding to refuse to buy from or sell to any other person, corporation, firm or association of persons any commodities or articles of commerce, nor entered into any agreement to boycott or threaten to refuse to buy from or sell to any person, firm or corporation or association of persons for the buying from or selling to any other person, firm, corporation or association of persons.

Affiant further says that no officer of the said General Aniline & Film Corporation has, within his knowledge, during the said twelve months, made on behalf of it or for its benefits, any such contract or agreement as is specified in this affidavit.

H. E. Williamson
As Vice-President of
GENERAL ANILINE & FILM CORPORATION

Sworn to and subscribed before me, this the 12th day of December A. D., 1939.

(SEAL)

NOTARY PUBLIC
S. J. H. and for
Frank County
Cert. filed in N. Y. Co. Clerk's Office
Commission expires March 20th 1941

County, Texas New York

NOTE—The above affidavit must be subscribed and sworn to by the president or vice-president or secretary or treasurer or two of the directors of the corporation applying for permit.

00052900163
APPLICATION FOR
CERTIFICATE OF WITHDRAWAL
OF

FILED
In the Office of the
Secretary of State of Texas

SEP 26 1986

GAF CORPORATION

Clerk IV-N
Corporations Section

To the Secretary of State
of the State of Texas

Pursuant to the provisions of Article 8.14 of the Texas Business Corporation Act, the undersigned corporation hereby applies for a Certificate of withdrawal from the State of Texas, and for that purpose submits the following statement:

1. The name of the Corporation is GAF Corporation
2. It is incorporated under the laws of Delaware
3. It is not transacting business in the State of Texas.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Texas to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Texas during the time it was authorized to transact business therein may thereafter be made on it by service thereof on the Secretary of State of State of Texas.
6. The post office address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is GAF Corporation, Att: General Counsel
1361 Alps Road, Wayne, NJ 07470
7. All sums due or accrued by this corporation to the State of Texas have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Texas.

GAF Corporation
By Edward E. Shea
Edward E. Shea
Its Senior Vice President,
General Counsel and Secretary
and Isabelle J. Lorans
Isabelle J. Lorans
Its Assistant Secretary

STATE OF New Jersey
COUNTY OF Passaic

I, Shirlee Kozell, a notary public, do hereby certify
that on this 25th day of August, 1986
personally appeared before me Edward E. Shea, who
being by me first duly sworn, declared that he is the Senior Vice President, General Counsel
and Secretary
GAF Corporation
that he signed the foregoing document as Senior Vice President, General Counsel and
Secretary
of the corporation, and that the statements therein contained are true.

Shirlee Kozell
Notary Public

SHIRLEE KOZELL
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires July 26, 1989



BOB BULLOCK
Comptroller
2H08-DOB

0 0 0 5 2 9 0 0 1 6
**COMPTROLLER OF PUBLIC ACCOUNTS
STATE OF TEXAS
AUSTIN, 78774**

THE STATE OF TEXAS |
COUNTY OF TRAVIS |

I, Bob Bullock, Comptroller of Public Accounts of the State of Texas,
DO HEREBY CERTIFY that according to the records of this office

GAF CORPORATION

is, as of this date, in good standing with this office, for the purpose
of dissolution, merger or withdrawal having filed the required franchise
tax reports and having paid the franchise tax computed to be due
thereunder through APRIL 30, 1987.

GIVEN UNDER MY HAND AND SEAL
OF OFFICE in the City of
Austin, this 25TH day of
SEPTEMBER, 1986 A.D.

Comptroller of Public Accounts