



The State of Texas

SECRETARY OF STATE

I, ELTON BOMER, Secretary of State of Texas, DO HEREBY CERTIFY that GAF BUILDING MATERIALS CORPORATION, a DELAWARE corporation, was issued a Certificate Of Authority to do business in the State of Texas on MARCH 20, 1989;

IT IS FURTHER CERTIFIED that according to the records of this office a Certificate of Withdrawal was issued to the above named corporation on AUGUST 1, 1994;

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, reading "Elton Bomer".

Elton Bomer
Secretary of State

BAM



The State of Texas

SECRETARY OF STATE

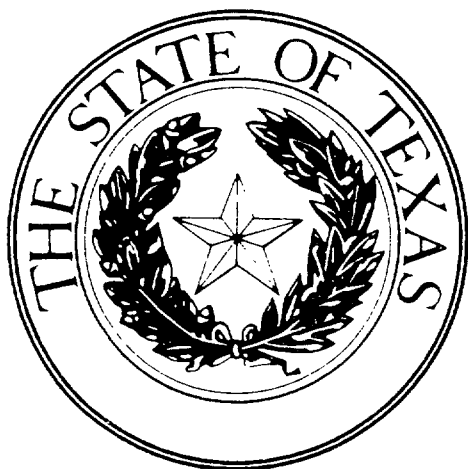
IT IS HEREBY CERTIFIED that the attached are true and correct copies of the following described documents on file in this office:

GAF BUILDING MATERIALS CORPORATION
FILE NO. 79628-6

APPLICATION FOR CERTIFICATE OF AUTHORITY
APPLICATION FOR CERTIFICATE OF WITHDRAWAL

MARCH 20, 1989
AUGUST 1, 1994

*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.*



Elton Bomer
Secretary of State

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MAR 20 1989

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Article 8.05 of the Texas Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Authority to transact business in Texas:

1. The name of the corporation is Edgecliff Inc.

2. If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then the name of the corporation with the word or abbreviation which it elects to add thereto for use in Texas is: (If the corporate name is not available in Texas, then set forth the name under which the corporation will qualify and transact business in Texas)

Delaware Edgecliff Inc.

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is 9/23/87 and the period of duration is Perpetual (State "Perpetual" or term of years).

5. The address of its principal office in the state or country under the laws of which it is incorporated is:

1361 Alps Road, Wayne, New Jersey 07470

6. The address of its proposed registered office in Texas is (a P.O. Box is not sufficient) 100 Congress, Suite 1100, Austin, TX, 78701

and the name of its proposed registered agent in Texas at such address is C. C. Small, Jr., Esquire

7. The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Texas are: to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Texas.

8. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is incorporated.

9. The names and respective addresses of its directors are:

NAME	ADDRESS
<u>Samuel J. Heyman</u>	<u>770 Park Avenue, New York, NY 10021</u>
<u></u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

10. The names and respective addresses of its officers are:

NAME	ADDRESS (city & state)	OFFICE
<u>Samuel Tuttleman</u>	<u>770 Park Avenue, NY, NY</u>	<u>President</u>
<u>James T. Sherwin</u>	<u>15 Pear Farm Road Princeton, NJ</u>	<u>Vice President</u>
<u>Terrell Kagan</u>	<u>222 Central Park West NY, NY</u>	<u>Secretary</u>
<u>Salvatore Bellini</u>	<u>3 Colonial Court, Edison, NJ</u>	<u>Treasurer</u>
<u>Deborah Lawson</u>	<u>363 Ridgewood Ave, Glen Ridge, NJ</u>	<u>Asst. Secretary</u>

11. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITH- OUT PAR VALUE
<u>1000</u>	<u>Common</u>		<u>\$.01</u>

12. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITH- OUT PAR VALUE
<u>1</u>	<u>Common</u>		<u>\$.01</u>

13. The amount of its stated capital is \$ 10.00. (See Texas Business Corporation Act, Article 1.02A (11) for definition of stated capital).

14. Consideration of the value of at least One Thousand Dollars (\$1,000.00) has been paid for the issuance of its shares.

15. The application is accompanied by a certificate issued by the Secretary of State or other authorized officer of the jurisdiction of incorporation evidencing the corporate existence.

Edgeolice, Inc.

By Deborah Lawson
An Authorized Officer

Asst. Secretary

MAN

ANTI-TRUST AFFIDAVIT

Edgecliff Inc., is not a trust or organization in restraint of trade in violation of the laws of the State of Texas, has not within twelve (12) months next preceding the making of this affidavit, become or been a part to any trust agreement of any kind which would constitute a violation of any antitrust law of Texas existing at the date of this affidavit, and has not within that time, entered into or been in any wise a party to, any combination in restraint of trade within the United States. No officer of this corporation has, within the knowledge of affiant, within such time and on behalf of this corporation or for its benefit, made any such contract, or entered into or become a party to any such combination in restraint of trade.

Robert J. Lawson
An Authorized Officer

Date: March 13, 1989

State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY EDGECLIFF 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 DATE SHOWN BELOW.

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719073004

A handwritten signature of Michael Harkins in black ink, written over a horizontal line.
Michael Harkins, Secretary of State

AUTHENTICATION:

12099454

DATE:

03/14/1989



FILED
In the Office of the
Secretary of State of Texas

AUG 01 1994

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

Corporations Section

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 Building Materials Corporation.
2. It is organized 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 Texas.
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 may hereafter be made on it by service thereof on the secretary 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 the secretary of state is 1361 ALPS ROAD, LEGAL DEPARTMENT
WAYNE, NJ 07470-3687
7. All sums due, or accrued, by this corporation to the state of Texas have been paid, or adequate provision has been made for the payment thereof.
8. All known creditors or claimants have been paid or provided for.

GAF Building Materials Corporation
Name of Corporation

Richard A. Weinberg
An Authorized Officer

Richard A. Weinberg, Vice President-Law



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

JOHN SHARP • COMPTROLLER • AUSTIN, TEXAS 78774

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CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS |

COUNTY OF TRAVIS |

I, John Sharp, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY

that according to the records of this office

GAF BUILDING MATERIALS CORPORATION

is, as of this date, in good standing with this office for the purpose of merger, withdrawal of an out-of-state corporation or dissolution under Article 6.01 of the Texas Business Corporation Act having filed the required franchise tax reports and having paid the franchise tax computed to be due thereunder through December 31, 1994

This certificate is not valid for the purpose of dissolution under Article 6.06 of the Texas Business Corporation Act or withdrawal of a limited liability company.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 29th day of
July, 1994 A.D.

JOHN SHARP
Comptroller of Public Accounts