



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that

BUILDING MATERIALS CORPORATION OF AMERICA
DBA: GAF MATERIALS CORPORATION
File No. 98912-06

a **DELAWARE** corporation, has been issued a Certificate of Authority and the corporation is currently authorized to transact business in Texas.



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

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:

BUILDING MATERIALS CORPORATION OF AMERICA
DBA: GAF MATERIALS CORPORATION
FORMERLY: GAF NEWCO INC.
FILE NO. 98912-6

APPLICATION FOR CERTIFICATE OF AUTHORITY
APPLICATION FOR AMENDED CERTIFICATE AUTHORITY

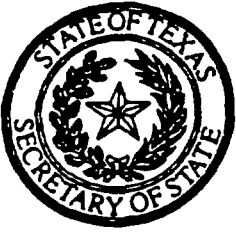
FEBRUARY 16, 1994
MARCH 10, 1994



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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FILED
In the Office of the
Secretary of State of Texas
FEB 16 1994
Corporations Section

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 GAF Newco Inc.
2. A. If the name of the corporation in its jurisdiction of incorporation 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 for use in Texas is: _____
 B. 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: _____
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is January 31, 1994 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: 818 Washington Street
Wilmington, DE 19801
6. The street address of its proposed registered office in Texas is (a P.O. Box is not sufficient)
400 North St. Paul, Dallas, Texas 75201
 and the name of its proposed registered agent in Texas at such address is _____
The Prentice-Hall Corporation System, Inc.

7. The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Texas are:

Any activity lawfully permitted in the State of Texas, including
manufacture and sale of roofing and building products

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>Mark A. Buckstein</u>	<u>1361 Alps Rd, Wayne, NJ 07470</u>
_____	_____
_____	_____

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

NAME	ADDRESS (city and state)	OFFICE
<u>John M. Sergey</u>	<u>Wayne, NJ</u>	<u>President</u>
<u>Mark A. Buckstein</u>	<u>Wayne, NJ</u>	<u>Exec VP & Secretary</u>
<u>James P. Rogers</u>	<u>Wayne, NJ</u>	<u>Sr VP & Treasurer</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 WITHOUT PAR VALUE
<u>1000</u>	<u>Common</u>	_____	<u>\$1.00</u>
_____	_____	_____	_____
_____	_____	_____	_____

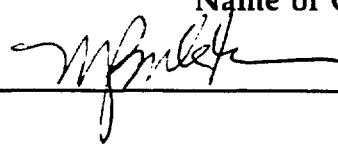
12. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
<u>10</u>	<u>Common</u>	<u></u>	<u>\$.001</u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

13. The amount of its stated capital is \$.01. (See instructions 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 and dated within 90 days of the date of receipt of the application.

GAF Newco Inc.

Name of Corporation

By: 

Its Secretary

Authorized Officer

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY "GAF NEWCO 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 FOURTH DAY OF FEBRUARY, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



William T. Quillen

William T. Quillen, Secretary of State

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AUTHENTICATION: 7021252

DATE: 02-04-94

APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY

MAR 10 1994

Corporations Section

1. The name of the corporation as it currently appears on the records of the secretary of state of Texas is GAF Newco Inc.
2. (If the corporation's name was previously unavailable and the corporation elected to use an assumed name in Texas, complete the following.) The assumed name of the corporation as it currently appears on the records of the secretary of state is _____
3. A certificate of authority was issued to the corporation on 2/16/94, 19____.
4. The corporation name has been changed to Building Materials Corporation of America. (Note: If the corporate name has not been changed, insert "no change.")
5. The name which it elects to use hereafter in the state of Texas is _____
GAF MATERIALS CORPORATION
6. It desires to pursue in Texas purposes other than, or in addition to, those authorized by its certificate of authority, as follows:

7. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is organized.
8. It desires to change the statement(s) contained in item(s) number of the original or amended certificate of authority to read as follows:

GAF Newco Inc.

Name of Corporation.

By



Its Exec. Vice President and Secretary
(Authorized Officer)

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "GAF NEWCO INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BUILDING MATERIALS CORPORATION OF AMERICA", THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 1994, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

7049559

DATE:

03-08-94

2374169 8320

944035356