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LAW OFFICES OF
MICHAEL J. WEIDNER

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ALSO ADMITTED
IN COLORADO

January 5, 2000

Overnight delivery

Secretary of State of Florida
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/27/00--01114--020
*****70.00 *****70.00

Re: Insulation Distributors, Inc.

Dear Corporate Section:

Enclosed herewith please find the original application for certificate of authority for Insulation Distributors, Inc. I am also enclosing herewith this law firm's check in the amount of \$70.00 to cover the fee in this matter. I am also enclosing herewith an application for Registration of Fictitious Name. I am also enclosing herewith this law firm's check in the amount of \$50.00 to cover the fee in this matter.

Thank you for your prompt attention to this matter.

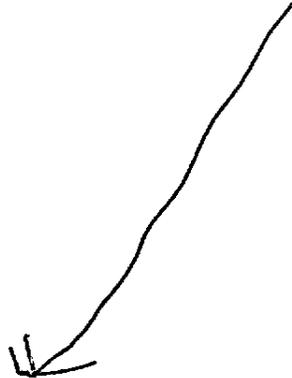
Very truly yours,


Michael J. Weidner
Attorney at Law

MJW/jf
Enc.

cc: Client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Please read
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Insulation Distributors, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Minnesota 3. 41-1358695
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 07-19-79 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7667 Equitable Drive, Eden Prairie, MN 55344

(Current mailing address)

8. Sale of goods
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Rd
Plantation, Florida, 33324
(Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Michelle L. Gusterson, Asst. Secy.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Joseph Novogratz

Address: 7667 Equitable Drive, MN 55344

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Joseph Novogratz

Address: 7667 Equitable Drive, Eden Prairie, MN 55344

Vice President: _____

Address: _____

Secretary: Joseph Novogratz

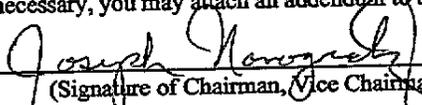
Address: See above

Treasurer: Joseph Novogratz

Address: See above

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joseph Novogratz, Pres.
(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Insulation Distributors, Inc.

Date Formed: 07/19/1979

Chapter Governed By: 302A

This certificate has been issued on 01/03/00.

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TALLAHASSEE, FLORIDA



Mary Kiffmeyer
Secretary of State.