

State of Idaho

Department of State

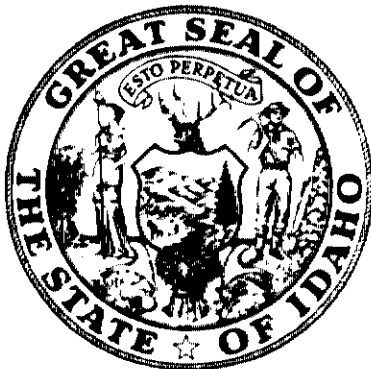
CERTIFICATE OF AUTHORITY OF

MSL/SOUTHWESTERN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MSL/SOUTHWESTERN CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to MSL/SOUTHWESTERN CORPORATION to transact business in this State under the name MSL/SOUTHWESTERN CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated **June 2, 1987**



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation MSL/Southwestern Corporation

2. *The name which it shall use in Idaho is MSL/Southwestern Corporation

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is February 9, 1987 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5 c/o Alleghany Corporation, Park Avenue Plaza, 55 E. 52nd Street, 33rd Floor, New York, NY 10055

7. The street address of its proposed registered office in Idaho is 300 North 6th Street Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Any lawful act for which corporations may be qualified including but not limited to the manufacture and sale of products and related services for nonresidential construction.

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

Name	Office	Address
_____	_____	_____
See Exhibit A		
_____	_____	_____
_____	_____	_____

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$1.00
_____	_____	_____

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$1.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a certificate of corporate existence or status, issued by the proper officer of the state or country of incorporation. (The certificate should not be over 90 days old)

Dated 5/18, 19 87

MSL/Southwestern Corporation

By David B. Cuming
David B. Cuming

Its _____ President

and Jared C. Horton
Jared C. Horton

Its _____ Secretary

STATE OF New York)

) ss:

COUNTY OF New York)

I, Carol Stark, a notary public, do hereby certify that on this 18th day of May, 19 87, personally appeared before me David B. Cuming who being by me first duly sworn, declared that he is the President of MSL/Southwestern Corporation

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

CAROL STARK
Notary Public, State of New York
No. 31-9156585
Qualified in New York County
Commission Expires April 30, 1988
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

EXHIBIT A

OFFICERS AND DIRECTORS

<u>Name</u>	<u>Office/Title</u>	<u>Street Address</u>	<u>Home Address</u>
David B. Cuming	President and Director	c/o Allegheny Corporation Park Avenue Plaza 50 E. 52nd Street 33rd Floor New York, NY 10055	22 East 88th Street New York, NY 10028
Jared C. Horton	Vice President, Secretary and Director	c/o Allegheny Corporation Park Avenue Plaza 50 E. 52nd Street 33rd Floor New York, NY 10055	32 Coachlamp Lane Greenwich, CT 06830
John E. Conway	Treasurer and Assistant Secretary	c/o Allegheny Corporation Park Avenue Plaza 50 E. 52nd Street 33rd Floor New York, NY 10055	260 Nutswamp Road Red Bank, NJ 07701
John B. Burns, Jr.	Director	c/o Allegheny Corporation Park Avenue Plaza 50 E. 52nd Street 33rd Floor New York, NY 10055	448 West Road New Canaan, CT 06840

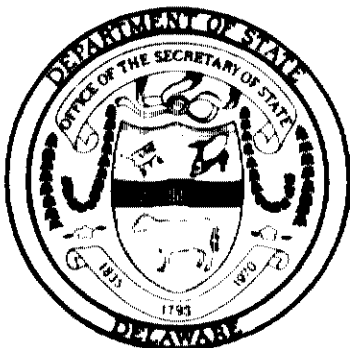
State of Delaware



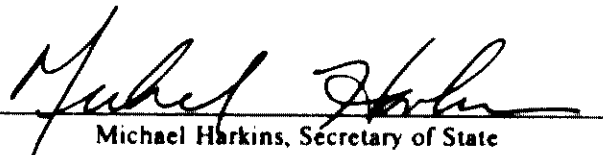
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY MSL/SOUTHWESTERN CORPORATION 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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Michael Harkins, Secretary of State

AUTHENTICATION: !1221743

DATE: 05/04/1987