

State of Idaho

Department of State.

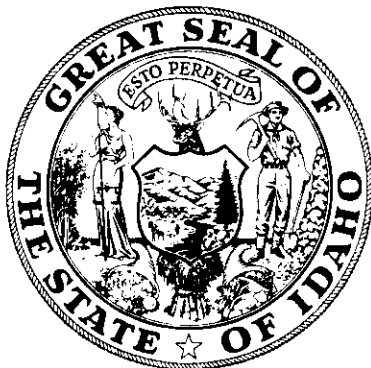
CERTIFICATE OF AUTHORITY OF

MANVILLE BUILDING MATERIALS CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MANVILLE BUILDING MATERIALS 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 MANVILLE BUILDING MATERIALS CORPORATION to transact business in this State under the name MANVILLE BUILDING MATERIALS CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated September 4, 19 81.



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 is Manville Building Materials Corporation

2. *The name which it shall use in Idaho is Same

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is 8-17-81 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 100 W. Tenth St, Wilmington DE 19801

6. 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 C T Corporation System

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity for which corporations may be qualified to transact business in the state of Idaho.

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

Name	Office	Address
<u>J.A. McKinney</u>	<u>Chairman</u>	<u>Ken-Caryl Ranch, Denver CO 80217</u>
<u>F.L. Pundsack</u>	<u>President</u>	<u>Ken-Caryl Ranch, Denver CO 80217</u>
<u>C. J. DeBiase</u>	<u>Executive Vice Pres.</u>	<u>Ken-Caryl Ranch, Denver CO 80217</u>
<u>L. J. Bartolanzo</u>	<u>Director</u>	<u>Ken-Caryl Ranch, Denver CO 80217</u>

9. 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	NONE	\$1.00
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

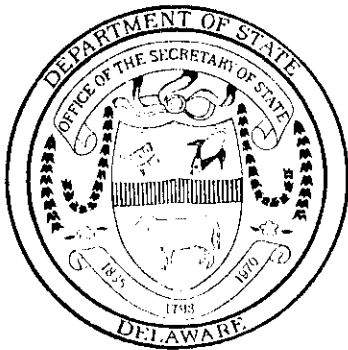


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RECEIVED SECRETARY OF STATE

State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on August 17, 1981 .



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *D. [Signature]*

DATE: August 17, 1981

CERTIFICATE OF INCORPORATION
OF
MANVILLE BUILDING MATERIALS CORPORATION

FIRST: The name of the corporation is Manville Building Materials Corporation.

SECOND: The address of the corporation's registered office in the State of Delaware is No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares which the corporation shall have authority to issue is 1,000 shares of Capital Stock, and the par value of each of such shares is \$1.00 per share.

FIFTH: The name and mailing address of the incorporator is G. Earl Parker, P.O. Box 5723, Denver, Colorado, 80217.

SIXTH: The Board of Directors of the corporation is expressly authorized to make, alter or repeal by-laws of the corporation but the stockholders may make additional by-laws and may alter or repeal any by-laws whether adopted by them or otherwise.

SEVENTH: Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the corporation.

THE UNDERSIGNED incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his act and deed and that the facts stated herein are true.




G. Earl Parker

STATE OF COLORADO)
) ss.
JEFFERSON COUNTY)

BE IT REMEMBERED that on this 13th day of August, 1981, personally came before me, a Notary Public in and for the County and State aforesaid, G. Earl Parker, the person who executed the foregoing Certificate of Incorporation, known to me personally to be such person, and acknowledged that the said Certificate was his act and deed and that the facts stated therein were true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



Notary Public

[SEAL]

My Commission Expires April 8, 1984