

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED
MAR 19 2008
By AMF
10:47
11-53204

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Specialty Products & Insulation Co.
- 2. It is incorporated under the laws of Pennsylvania
- 3. The name, if different, which it elects to use in Rhode Island is:

(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 list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

- 4. The date of its incorporation is July 30, 1969 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 _____
1097 Commercial Avenue, East Petersburg, PA 17520-0576

- 6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is CT Corporation Systems
(Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
SPI specializes in the distribution and fabrication of industrial, commercial, HVAC and accessory insulation, architectural/acoustical and specialty products, servicing domestically and globally.

- 8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>see attached</u>	_____
Director	_____	_____
Director	_____	_____
Director	_____	_____

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>see attached</u>	<u></u>
Vice President	<u></u>	<u></u>
Treasurer	<u></u>	<u></u>
Secretary	<u></u>	<u></u>

9. 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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>1,000,000</u>	<u>common</u>	<u></u>	<u>\$.01</u>
<u>1,000,000</u>	<u>preferred</u>	<u></u>	<u>\$.01</u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 2,312,951.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 13,025.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is .57 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 347,860,487.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 1,422,387.

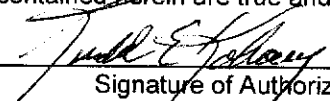
(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .41 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 3/14/08



Signature of Authorized Officer of the Corporation

Ronald E. Kohany, Assistant Secretary

Type or Print Name of Authorized Officer



May 21, 2007

**DIRECTORS OF
SPECIALTY PRODUCTS & INSULATION CO.**

John R. Birk
105 Cuello Court, Unit #202
Ponte Vedra Beach, FL 32082

John T. Dillon
20 Horseneck Lane
Greenwich, CT 06830

W. Kirk Liddell
175 River Hill Road
Conestoga, PA 17516

James R. Matthews
18 Calhoun Drive
Greenwich, CT 06831

Robert M. Rayner
15 W. 81st Street Apt 7F
New York, NY 10024

John O. Shirk
2850 Butter Road
Lititz, PA 17543

**Specialty Products & Insulation Co.
Officers**

Robert M. Rayner, President, CEO
1097 Commercial Avenue (business)
East Petersburg, PA 17520

Benjamin G. DiCarlo, VP, Sec-Treas, CFO
1097 Commercial Avenue (business)
East Petersburg, PA 17520

Daniel D. Bofinger, N. Region President
1097 Commercial Avenue (business)
East Petersburg, PA 17520

Ronald E. Kohany, Asst. Secretary
1097 Commercial Avenue
East Petersburg, PA 17520

Michael Farley, Vice President Human Resources
1097 Commercial Avenue (business))
East Petersburg, PA 17520

Richard M. Mitchell, Vice President
18270 Segale Park Drive
Tukwila, WA 98188

Michael C. Feehery, Vice President
6550 Long Point, Suite C (business)
Houston, TX 77055-2627

Charles F. Schattgen, S. Region President
1097 Commercial Avenue (business)
East Petersburg, PA 17520

Jeff R. Geyer, Vice President Architectural
1097 Commercial Avenue (business)
East Petersburg, PA 17520

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JANUARY 22, 2008

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

SPECIALTY PRODUCTS & INSULATION CO.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Richard A. Cantis

Secretary of the Commonwealth



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

