

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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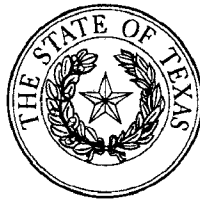
SUBMISSION TYPE:	NEW ASSIGNMENT			
NATURE OF CONVEYANCE:	MERGER			
EFFECTIVE DATE:	04/28/2010			
CONVEYING PARTY DATA				
	Name	Formerly	Execution Date	Entity Type
	Atrium Door and Window Company - West Coast		04/28/2010	CORPORATION: TEXAS
RECEIVING PARTY DATA				
Name:	Atrium Companies, Inc.			
Street Address:	160 Greentree Drive, Suite 101			
City:	City of Dover			
State/Country:	DELAWARE			
Postal Code:	19904			
Entity Type:	CORPORATION: DELAWARE			
PROPERTY NUMBERS Total: 2				
	Property Type	Number	Word Mark	
	Registration Number:	1925476	TRIUMPH	
	Registration Number:	1925477	APPLAUSE	
CORRESPONDENCE DATA				
Fax Number:	(212)230-7740			
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	2123186556			
Email:	kathleenmangual@paulhastings.com			
Correspondent Name:	Kathleen Mangual			
Address Line 1:	75 E. 55th St.			
Address Line 2:	Paul, Hastings, Janofsky & Walker LLP			
Address Line 4:	New York, NEW YORK 10022			
ATTORNEY DOCKET NUMBER:	76641.00002 ATRIUM			
NAME OF SUBMITTER:	Kathleen Mangual			

CH \$65.00 1925476

900161121

TRADEMARK
REEL: 004197 FRAME: 0731

Signature:	/s/ Kathleen Mangual
Date:	05/03/2010
<p>Total Attachments: 17</p> <p>source=Cert re Atrium Florida into Atrium Companies#page1.tif source=Cert re Atrium Florida into Atrium Companies#page2.tif source=Cert re Atrium Florida into Atrium Companies#page3.tif source=Cert re Atrium Florida into Atrium Companies#page4.tif source=Cert re Atrium Florida into Atrium Companies#page5.tif source=Cert re Atrium Florida into Atrium Companies#page6.tif source=Cert re Atrium Florida into Atrium Companies#page7.tif source=Cert re Atrium Florida into Atrium Companies#page8.tif source=Cert re Atrium Florida into Atrium Companies#page9.tif source=Cert re Atrium Florida into Atrium Companies#page10.tif source=Cert re Atrium Florida into Atrium Companies#page11.tif source=Cert re Atrium Florida into Atrium Companies#page12.tif source=EVIDENCE__Omnibus Merger (DE)#page1.tif source=EVIDENCE__Omnibus Merger (DE)#page2.tif source=EVIDENCE__Omnibus Merger (DE)#page3.tif source=EVIDENCE__Omnibus Merger (DE)#page4.tif source=EVIDENCE__Omnibus Merger (DE)#page5.tif</p>	



Office of the Secretary of State

April 29, 2010

Loan Star Information Services
P.O. BOX 2072
Austin, TX 78768 USA

RE:
Atrium Companies, Inc. (File Number: Not Applicable)

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division

Enclosure



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

Atrium Florida, Inc.
Domestic For-Profit Corporation
[File Number: 7996000]

ATRIUM DOOR AND WINDOW COMPANY - WEST COAST
Domestic For-Profit Corporation
[File Number: 119578300]

Into

Atrium Companies, Inc.
Foreign For-Profit Corporation
Delaware, USA
[Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 04/28/2010

Effective: 04/28/2010



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Form 623
(Revised 12/08)
Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: see instructions



**Parent-Subsidiary
Certificate of Merger
Business Organizations Code**

This space reserved for office use.

FILED
**In the Office of the
Secretary of State of Texas**
APR 28 2010
Corporations Section

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

Atrium Companies, Inc.

Name of Organization

The organization is a corporation. It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

Delaware USA The file number, if any, is 11264606
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

160 Greentree Drive, Suite 101 Dover DE USA
Street Address City State Country

Subsidiary 1

Atrium Door and Window Company – West Coast

Name of Organization

The organization is a: corporation. It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

Texas USA The file number, if any, is 0119578300
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

<i>Number of ownership interests outstanding</i>	<i>Class</i>	<i>Series</i>	<i>Number owned by parent</i>	<i>Percentage Owned</i>
<u>100 shares of Common Stock</u>			<u>100</u>	<u>100%</u>

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 2

Atrium Florida, Inc.

Name of Organization

The organization is a: corporation. It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

Texas USA The file number, if any, is 0007996000
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

<i>Number of ownership interests outstanding</i>	<i>Class</i>	<i>Series</i>	<i>Number owned by parent</i>	<i>Percentage Owned</i>
2,000 shares of Common Stock			2,000	100%

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 3

Name of Organization

The organization is a: _____ It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

_____ The file number, if any, is _____
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

<i>Number of ownership interests outstanding</i>	<i>Class</i>	<i>Series</i>	<i>Number owned by parent</i>	<i>Percentage Owned</i>
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The organization will survive the merger. The organization will not survive the merger.

Resolution of Merger

A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on 4/28/2010¹
mm/dd/yyyy

Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization 1 Jurisdiction Entity Type (see instructions)

Principal Place of Business Address City State Zip Code

¹ See attached.

Name of New Organization 2 Jurisdiction Entity Type (see instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (see instructions)

Principal Place of Business Address City State Zip Code

Effectiveness of Filing (Select either A, B, or C.)

- A. [X] This document becomes effective when the document is accepted and filed by the secretary of state.
B. [] This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is:
C. [] The document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is:

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

- [] Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
[X] In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: April 28, 2010

Atrium Companies, Inc.

Parent Organization Name

Signature of authorized person (see instructions)

Philip J. Ragona

Printed or typed name of authorized person

Pursuant to Section 303 of the Delaware General Corporation Law, and the confirmation order of the United States Bankruptcy Court for the District of Delaware dated as of April 28, 2010 confirming the Second Modified Joint Plan of Reorganization of Atrium Corporation and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code, Atrium Companies, Inc. is authorized and approved to enter into the mergers contemplated by this certificate of merger. A copy of the confirmation order can be provided upon request.

**ACTION BY UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS AND THE SOLE STOCKHOLDER OF
R.G. DARBY COMPANY, INC.,
ATRIUM DOOR AND WINDOW COMPANY OF THE NORTHEAST,
ATRIUM FLORIDA, INC.,
ATRIUM DOOR AND WINDOW COMPANY – WEST COAST,
ATRIUM DOOR AND WINDOW COMPANY OF THE ROCKIES
AND
SUPERIOR ENGINEERED PRODUCTS CORPORATION**

April 28, 2010

The undersigned, being all of the members of the Board of Directors (individually, a "Board," and collectively, the "Boards") of each of

- (i) R.G. Darby Company, Inc., an Alabama corporation ("R.G. Darby"),
- (ii) Atrium Door and Window Company of the Northeast, a Connecticut corporation ("Atrium Northeast"),
- (iii) Atrium Florida, Inc., a Texas corporation ("Atrium Florida"),
- (iv) Atrium Door and Window Company – West Coast, a Texas Corporation ("Atrium West Coast"),
- (v) Atrium Door and Window Company of the Rockies, a Colorado Corporation ("Atrium Rockies") and
- (vi) Superior Engineered Products Corporation, a California corporation ("Superior" and, together with R.G. Darby, Atrium Northeast, Atrium Florida, Atrium West Coast and Atrium Rockies, the "Companies"),

do hereby waive any and all requirements for calling, giving notice of and holding a meeting of the respective board of directors of the Companies, and acting pursuant to

- (A) Sections 7-108-202 and 7-108-204 of the Business Corporations Code of Colorado with respect to Atrium Rockies,
- (B) Section 33-749 of the Connecticut Business Corporation Act with respect to Atrium Northeast,
- (C) Section 9.10 of the Texas Business Corporation Act with respect to Atrium West Coast and Atrium Florida,

(D) Section 10-2B-8.21 of the Alabama Business Corporation Act with respect to R.G. Darby, and

(E) Section 603(a) of the California Corporations Code with respect to Superior,

do hereby consent to the adoption of the following resolutions (this "Consent") with the same force and effect as if said resolutions had been duly adopted at a meeting of the Boards:

WHEREAS, the Companies, along with certain of their affiliates, including Atrium Companies, Inc., a Delaware corporation ("ACI"), the direct corporate parent of each of the Companies, as debtors and debtors in possession, filed the Joint Plan of Reorganization of Atrium Corporation and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code, on January 20, 2010 (as amended and supplemented from time to time, the "Plan") and the Disclosure Statement with respect to the Plan (the "Disclosure Statement") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), Case No. 10-10150 (BLS);

WHEREAS, the Plan contemplates an internal restructuring of ACI, the Companies and their affiliates, whereby certain subsidiaries of ACI merge with and into ACI or other affiliates (the "Internal Restructuring");

WHEREAS, a confirmation hearing was held before the Bankruptcy Court on April 28, 2010, after due notice to holders of claims and interests and all other parties in interest in accordance with the Disclosure Statement, the order of the Bankruptcy Court, the Bankruptcy Code and the Bankruptcy Rules and an order was entered confirming the Plan and each provision thereof, including the Internal Restructuring;

WHEREAS, now ACI desires to merge Atrium Florida, Atrium Rockies, Atrium West Coast and Superior (collectively, the "Merging Subsidiaries") into itself and to be possessed of all the estate, property, rights, privileges and franchises of the Merging Subsidiaries (collectively, the "ACI Mergers") pursuant to

- (i) Section 253 of the General Corporation Law of the State of Delaware,
- (ii) Section 7-111-04 of the Business Corporations Code of the State of Colorado,
- (iii) Section 1110 of the Corporation Code of the State of California, and
- (iv) Section 10.006 of the Business Organizations Code of the State of Texas;

WHEREAS the Boards of R.G. Darby and Atrium Northeast have reviewed a proposal whereby R.G. Darby would acquire Atrium Northeast, pursuant to a merger under Section 10-2B-11.01 of the Alabama Business Corporation Act and Section 33-815 of the Connecticut Business Corporation Act, and Atrium Northeast shall be merged with and into R.G. Darby (the "R. G. Darby Merger"), with R.G. Darby as the surviving corporation and the separate existence of Atrium Northeast shall cease;

WHEREAS, the Boards of R.G. Darby and Atrium Northeast have received and had an opportunity to review the Agreement and Plan of Merger by and between R.G. Darby and Atrium Northeast, a copy of which is attached hereto as Exhibit A (the "R.G. Darby Merger Agreement," and together with all other documents or instruments necessary or desirable for the consummation of the R. G. Darby Merger and the transactions contemplated by the R. G. Darby Merger Agreement, the "R.G. Darby Merger Documents");

WHEREAS, the Boards of R.G. Darby and Atrium Northeast believe that it is in the best interests of R.G. Darby and Atrium Northeast and their respective stockholders to approve the R.G. Darby Merger and the R.G. Darby Merger Documents and that the terms of the R.G. Darby Merger are fair, just and equitable to R.G. Darby and Atrium Northeast; and

WHEREAS, ACI is the sole stockholder of the Companies.

NOW, THEREFORE, BE IT

ACI Mergers

RESOLVED, that ACI, as sole stockholder of the Merging Subsidiaries, hereby ratifies, approves and authorizes the ACI Mergers; and be it

RESOLVED, that the ACI Mergers are hereby ratified, approved and authorized and that ACI merge the Merging Subsidiaries into itself and assume all of the Merging Subsidiaries' liabilities and obligations; and be it

FURTHER RESOLVED, that each of the Companies is approved to do and perform any other action to consummate the transactions contemplated by the ACI Mergers; and that each Officer of the Companies are authorized, empowered and directed to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered, in the name and on behalf of each of the Companies, documents, amendments, certificates and undertakings and to incur and pay all such costs, fees and expenses as in their judgment shall be necessary, appropriate or convenient to carry into effect the purposes and intent of the foregoing resolution.

Sole Stockholder's Approval of the R. G. Darby Merger

RESOLVED, that ACI, as sole stockholder of Atrium Northeast and R. G. Darby, hereby ratifies, approves and authorizes the R. G. Darby Merger; and be it

FURTHER RESOLVED, that each of the Boards of Atrium Northeast and R.G. Darby are hereby authorized and directed, for and on behalf of Atrium Northeast and R.G. Darby, to take any action that may be necessary to carry out the R.G. Darby Merger and the transactions contemplated by the R.G. Darby Merger Documents, including the execution and delivery of any instruments, certificates or other documents related thereto.

R.G. Darby Merger

RESOLVED, that the R.G. Darby Merger is hereby ratified, approved and authorized in all respects; and be it

FURTHER RESOLVED, that the form, terms and provisions of the R.G. Darby Merger Documents, in substantially the form previously provided to the Boards of R.G. Darby and Atrium Northeast, and the transactions contemplated thereby and any action required thereunder be, and hereby are, approved and adopted in all respects, with such amendments, modifications and changes therein and additions thereto, substantial or otherwise, as may be approved or deemed necessary or appropriate by any Officer of R.G. Darby or Atrium Northeast executing the same, the execution thereof on behalf of R.G. Darby or Atrium Northeast by such Officer to be conclusive evidence of the approval of such Officer of such changes and additions; and be it

FURTHER RESOLVED, that the Officers of R.G. Darby and Atrium Northeast be, and each hereby is, authorized, empowered and directed, and each Officer of R.G. Darby and Atrium Northeast be, and hereby is, authorized, empowered and directed, in the name and on behalf of the R.G. Darby or Atrium Northeast, as applicable, to enter into, execute and deliver the R.G. Darby Merger Documents, and to perform all of the agreements and obligations of R.G. Darby or Atrium Northeast under the R.G. Darby Merger Documents, and to consummate the transactions contemplated thereby; and be it

FURTHER RESOLVED, that the R.G. Darby Merger shall become effective upon the date and time of the filing of the R.G. Darby Merger Agreement or any other instrument, certificate or other similar document with the office of the Secretary of State of the State of Connecticut and Alabama, respectively, in accordance with applicable laws or on such other date as specified therein.

General

RESOLVED, that each and any of the Chief Executive Officer, Chief Financial Officer, Senior Vice President, General Counsel and Secretary of the Companies, and any other officer of the Companies designated by any of the foregoing named officers (each such named officer and other officers being hereinafter referred to as, an "**Officer**" and, collectively, the "**Officers**"), is authorized, empowered and directed, in the name and on behalf of the Companies, as applicable, to take such actions as specified herein; and be it

FURTHER RESOLVED, that all actions heretofore taken and all documentation heretofore delivered by any Officer of the Companies, as applicable, or by any individual who currently holds or has held any of said offices, or any agent or representative of the Companies, as applicable, in furtherance of the foregoing is hereby ratified, adopted, approved and confirmed and declared to be binding and enforceable obligations of the Companies, as applicable, in accordance with the respective terms and provisions thereof; and be it

FURTHER RESOLVED, that the Officers of the Companies, any one of whom may act without the joinder of any of the others, hereby are authorized, empowered, and directed, in the name and on behalf of the Companies, to do all such further acts, including, but not limited to, the payment of all fees, taxes and other expenses as any such Officer, in his or her sole

discretion, shall deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the resolutions set forth herein and the transactions contemplated hereby, all of such acts, executions, deliveries, filings and payments to be conclusive evidence that such Officer deemed the same to be necessary, appropriate or advisable.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first above written.

By all the members of the Board of Directors of:

R.G. DARBY COMPANY, INC.

ATRIUM DOOR AND WINDOW COMPANY OF
THE NORTHEAST

ATRIUM FLORIDA, INC.

ATRIUM DOOR AND WINDOW COMPANY –
WEST COAST

ATRIUM DOOR AND WINDOW COMPANY OF
THE ROCKIES,

SUPERIOR ENGINEERED PRODUCTS
CORPORATION

Larry T. Solari

Gregory T. Faherty

ATRIUM COMPANIES, INC.,
in its capacity as the stockholder of each of the
Companies

By: _____
Philip J. Ragona
Senior Vice President and Secretary

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ATRIUM DOOR AND WINDOW COMPANY OF ARIZONA", A DELAWARE CORPORATION,

"ATRIUM DOOR AND WINDOW COMPANY OF THE NORTHWEST", A DELAWARE CORPORATION,

"ATRIUM DOOR AND WINDOW COMPANY OF THE ROCKIES", A COLORADO CORPORATION,

"ATRIUM DOOR AND WINDOW COMPANY - WEST COAST", A TEXAS CORPORATION,

"ATRIUM ENTERPRISES INC.", A DELAWARE CORPORATION,

"ATRIUM FLORIDA, INC.", A TEXAS CORPORATION,

"ATRIUM FUNDING CORPORATION", A DELAWARE CORPORATION,

"ATRIUM WINDOWS AND DOORS OF ONTARIO, INC.", A DELAWARE CORPORATION,

"SUPERIOR ENGINEERED PRODUCTS CORPORATION", A CALIFORNIA CORPORATION,

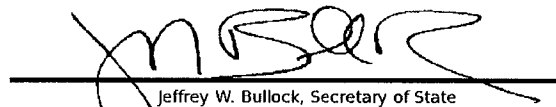
WITH AND INTO "ATRIUM COMPANIES, INC." UNDER THE NAME OF "ATRIUM COMPANIES, INC.", A CORPORATION ORGANIZED AND EXISTING

2519061 8100M

100437026



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7960745

DATE: 04-28-10

TRADEMARK
REEL: 004197 FRAME: 0745

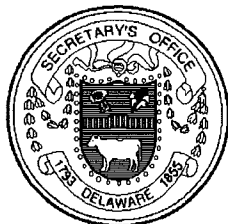
Delaware

PAGE 2

The First State

UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2010, AT
4:10 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
KENT COUNTY RECORDER OF DEEDS.



2519061 8100M

100437026

You may verify this certificate online
at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "J. Bullock", is written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7960745

DATE: 04-28-10

TRADEMARK
REEL: 004197 FRAME: 0746

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

SUBSIDIARY INTO PARENT

**CERTIFICATE OF OWNERSHIP
MERGING**

Atrium Enterprises Inc.,
Atrium Funding Corporation,
Atrium Door and Window Company of the Northwest,
Atrium Windows and Doors of Ontario, Inc.,
Atrium Door and Window Company of Arizona,
Atrium Florida, Inc.,
Atrium Door and Window Company - West Coast,
Superior Engineered Products Corporation,
Atrium Door and Window Company of the Rockies

INTO

Atrium Companies, Inc.

Pursuant to Section 303 of the General Corporation Law of Delaware, Atrium Companies, Inc. (the "Corporation"), a corporation incorporated on the 23rd day of June, 1995 pursuant to the provisions of the General Corporation Law of the State of Delaware;

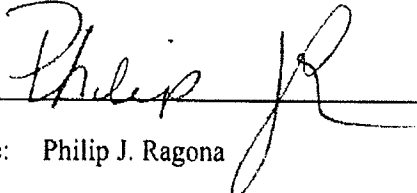
DOES HEREBY CERTIFY that the Corporation owns all of the capital stock, of:

- (i) Atrium Enterprises Inc., a corporation incorporated on the 15th day of January, 2003 A.D., pursuant to the provisions of the General Corporation Law of the State of Delaware,
- (ii) Atrium Funding Corporation, a corporation incorporated on the 9th day of July, 2001 A.D., pursuant to the provisions of the General Corporation Law of the State of Delaware,

- (iii) Atrium Door and Window Company of the Northwest, a corporation incorporated on the 19th day of May, 1997 A.D., pursuant to the provisions of the General Corporation Law of the State of Delaware,
- (iv) Atrium Windows and Doors of Ontario, Inc., a corporation incorporated on the 8th day of August, 2006 A.D., pursuant to the provisions of the General Corporation Law of the State of Delaware,
- (v) Atrium Door and Window Company of Arizona, a corporation incorporated on the 19th day of March, 1998 A.D., pursuant to the provisions of the General Corporation Law of the State of Delaware,
- (vi) Atrium Florida, Inc., a corporation incorporated on the 2nd day of January, 1941 A.D., pursuant to the provisions of the Business Corporation Act of the State of Texas,
- (vii) Atrium Door and Window Company - West Coast, a corporation incorporated on the 12th day of June, 1991 A.D., pursuant to the provisions of the Business Organizations Code of the State of Texas,
- (viii) Superior Engineered Products Corporation, a corporation incorporated on the 2nd day of September, 1959 A.D., pursuant to the provisions of the Corporations Code of the State of California,
- (ix) Atrium Door and Window Company of the Rockies, a corporation incorporated on the 11th day of March 1986 A.D., pursuant to the provisions of the Business Corporations Code of the State of Colorado.

Provision for the Corporation to merge into itself said Atrium Enterprises Inc., Atrium Funding Corporation, Atrium Door and Window Company of the Northwest, Atrium Windows and Doors of Ontario, Inc., Atrium Door and Window Company of Arizona, Atrium Florida, Inc., Atrium Door and Window Company – West Coast, Superior Engineered Products Corporation and Atrium Door and Window Company of the Rockies, is contained in the confirmation order of the United States Bankruptcy Court for the District of Delaware dated as of April 28, 2010 confirming the Second Modified Joint Plan of Reorganization of Atrium Corporation and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by an authorized officer this 28th day of April, 2010 A.D.

By: 
Name: Philip J. Ragona
Title: Senior Vice President and Secretary

LEGAL_US_E # 87710342