



F00000005667

ACCOUNT NO. : 072100000032  
REFERENCE : 855584 7107686  
AUTHORIZATION : Patricia Pizutto  
COST LIMIT : \$ 70.00

ORDER DATE : October 6, 2000  
ORDER TIME : 9:30 AM  
ORDER NO. : 855584-005  
CUSTOMER NO: 7107686  
CUSTOMER: Ms. Susan Kyle  
Hughes Supply, Inc.  
Suite 200  
20 North Orange Avenue  
Orlando, FL 32802-2273

FILED  
OCT 10 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

700003420227--8

NAME: Z&L ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

*B*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EXT: 1156

RECEIVED  
OCT 10 AM 9:57  
DIVISION OF CORPORATION

*RJK 10/10*

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.

00 OCT 10 11M 9:11 FILED SECRETARY OF STATE TALLAHASSEE FLORIDA

1. Z&L Acquisition Corp. (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. Delaware (State or country under the law of which it is incorporated) 3. 51-0374238 (FEI number, if applicable)

4. May 13, 1996 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

c/o Benjamin P. Butterfield, Suite 102, 1403 Foulk Road

7. Wilmington, DE 19803 (Principal office address)

Suite 200, 20 N. Orange Avenue, Orlando, FL 32801

(Current mailing address)

Wholesale distribution of construction materials. To engage in any act or activity for which corporations may be organized.

8. (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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301 (City) (Zip code)

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.

Corporation Service Company

BY: Laura R. Dunlap (Registered agent's signature)

Laura R. Dunlap, Assistant Vice President

Laura R. Dunlap as its agent

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: \_\_\_\_\_

\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. Benjamin P. Butterfield, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

**OFFICERS/DIRECTORS RIDER**

FL-Application by Foreign Corporation for Authorization

Z&L Acquisition Corp.

**List of Officers**

**Name:** Gordon W. Stewart **Title:** President/Secretary  
**Bus. Addr.:** 1201 Market Street, Suite 1700, Wilmington, DE 19801

**Name:** Thomas M. Strauss **Title:** Treasurer  
**Bus. Addr.:** 1105 N. Market St., 13th Floor, Wilmington, DE 19801

**Name:** Benjamin P. Butterfield **Title:** Assistant Secretary  
**Bus. Addr.:** 20 N. Orange Ave., Suite 200, Orlando, FL 32801

**Name:** Jacquell K. Clark **Title:** Asst. Treasurer  
**Bus. Addr.:** 20 N. Orange Ave., Suite 200, Orlando, DE 32801

**Name:** J. Stephen Zepf **Title:** Asst. Treasurer  
**Bus. Addr.:** 20 N. Orange Ave., Suite 200, Orlando, FL 32801

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TALLAHASSEE, FLORIDA

**List of Directors**

**Name:** Jacquell K. Clark **Term:** Dec 01, 2000  
**Bus. Addr.:** 20 N. Orange Ave., Suite 200, Orlando, FL 32801

**Name:** Gordon W. Stewart **Term:** Dec 01, 2000  
**Bus. Addr.:** 1201 Market St., Suite 1700, Wilmington, DE 19801

**Name:** Thomas M. Strauss **Term:** Dec 01, 2000  
**Bus. Addr.:** 1105 N. Market St., 13th Floor, Wilmington, DE 19801

*State of Delaware*  
**Office of the Secretary of State**

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "Z&L ACQUISITION CORP." 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 NINTH DAY OF OCTOBER, A.D. 2000.

SECRETARY OF STATE  
DELAWARE  
OCT 10 PM 8:11  
FILED

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0723388

001508163

DATE: 10-09-00