



THE UNITED STATES
CORPORATION
COMPANY

F01000001962

ACCOUNT NO. : 072100000032

REFERENCE : 108542 3776A

AUTHORIZATION : *Patricia Pigeto*

COST LIMIT : \$ 70.00

ORDER DATE : April 9, 2001

ORDER TIME : 10:12 AM

700003991797--9

ORDER NO. : 108542-015

CUSTOMER NO: 3776A

CUSTOMER: Mr. Jack W. Johnston
Dapsco Inc.
3110 Kettering Boulevard
Dayton, OH 45439

FOREIGN FILINGS

NAME: WAYCROSS WINAIR CO.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

FILED
01 APR 11 PM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 APR 11 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

37 4/11

**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.*

1. Waycross Winair Co.
(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 3. 582609810
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 2, 2001 5. perpetual
(Date of incorporation) (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.)
7. c/o Dapsco Atlanta Co.
(Principal office address)
1000 Hurricane Shoals Rd., Bldg. D 500, Lawrenceville, GA 30043
(Current mailing address)
Wholesale distribution of heating, air conditioning, refrigeration, and ventilation products.
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



(Registered agent's signature)

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: _____

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. David E Metzger
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David E. Metzger Asst. Sec.
(Typed or printed name and capacity of person signing application)

FILED
APR 11 PM 1:52
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Schedule of Directors and Officers

Waycross Winair Co.

FEI # 582609810

State of Incorporation: Delaware

Date of Incorporation: March 2, 2001

Delaware Mailing Address: 2711 Centerville Rd., Suite 400, Wilmington, DE 19808

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Board of Directors:

<u>Name</u>	<u>Mailing Address</u>
Russell W. Abbott	2636A East Oglethorpe Hwy., Hinesville, GA 31503
Donald W. Hedick	165 Key Circle Drive, Brunswick, GA 31520
James A. Leverett	195 Knight Ave. Cir., Waycross, GA 31503
Jack D. Osenbaugh	3110 Kettering Blvd., Dayton, OH 45439
Stanley P. Reznicek	3110 Kettering Blvd., Dayton, OH 45439

Officers:

<u>Title</u>	<u>Name</u>	<u>Mailing Address</u>
President	James A. Leverett	195 Knight Ave. Cir., Waycross, GA 31503
Vice Pres.	Stanley P. Reznicek	3110 Kettering Blvd., Dayton, OH 45439
Secretary/		
Treasurer	Philip E. Muegel	1000 Hurricane Shoals Rd., Bldg. D 500
Asst. Sec.	David E. Metzger	3110 Kettering Blvd., Dayton, OH 45439

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WAYCROSS WINAIR CO." 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 NINTH DAY OF APRIL, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
APR 11 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3363652 8300

AUTHENTICATION: 1070055

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DATE: 04-09-01