

13-96 7/12/96 2:02 PM TO 19049224000 P001
F96000003562

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EDWARDS & ANGELL
DEPARTMENT OF STATE 250 ROYAL PALM WAY
STATE OF FLORIDA PO BOX 3403
409 EAST GAINES STREET PALM BEACH FL 33480- 6-
TALLAHASSEE, FL 32399 CONTACT: REBECCA F BLACK
FAX: (904) 922-4000 PHONE: (407) 833-7700
FAX: (407) 655-8719
DOCUMENT TYPE: FOREIGN PROFIT

((H96000009731))
QUALIFICATION
NAME: FRY'S METALS INC. W96-14660
FAX AUDIT NUMBER: H96000009731 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/12/1996 TIME REQUESTED: 14:02:40
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$131.25 ACCOUNT NUMBER:
075410001517

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000009731))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 11 AM 3:00

J. 11/5

RECEIVED
96 JUL 12 PM 2:48
DIVISION OF CORPORATIONS

July 12, 1996

REBECCA F BLACK
EDWARDS & ANGELL
250 ROYAL PALM WAY
PALM BCH, FL 33480

SUBJECT: FRY'S METALS INC.
REF: W96000014660

We have received your document for FRY'S METALS INC. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that FRY'S METALS INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates September 28, 1989, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$1096.25.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

FAX Aud. #: H9600009731
Letter Number: 196A00034052

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FAX (407) 855-0710

VIA FAX: 904-487-6013

July 15, 1996

Douglas Dickinson
Department of State
Division of Corporations
Tallahassee, FL

Re: Fry's Metals Inc.
Ref: W96000014660
Letter No. 196A00034052
Fax Audit #H96000009731

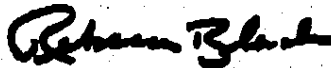
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 11 AM 3:00

Dear Doug:

In connection with our filing of an Application for Authority to Transact Business in Florida on behalf of Fry's Metals Inc., this letter is your authority to deduct the outstanding amount due of \$1,096.25 from our Public Access Account No. 075410001517. Please issue the Certificate to be effective Thursday, July 11, 1996.

Please call me if you have any questions.

Sincerely,



Rebecca Fortuna Black
Certified Legal Assistant

Encls.

cc: Douglas G. Gray, Esq.

FAX AUDIT #H96000009731

**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. Fry's Metals Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. August 3, 1979
(Date of incorporation)

4. Perpetual
(Duration)

5. 06-1008504
(Federal Employer Identification number, if applicable)

6. July 11, 1996
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o Cookson America, One Cookson Place, Providence RI 02903
(Current mailing address)

8. Manufacture, sale and distribution of pipe sealants, adhesives and related products.
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Richard M. Oster
Address: c/o Cookson America, One Cookson Place, Providence RI 02903

Vice Chairman: _____
Address: _____

Director: Stephen L. Howard
Address: c/o Cookson America, One Cookson Place, Providence RI 02903

Director: Donald L. Carcieri
Address: c/o Cookson America, One Cookson Place, Providence RI 02903

FAX AUDIT #H96000009731 Jonathan E. Cole, Florida Bar No.335622

Edwards & Angell, 250 Royal Palm

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B. Officers:

President: Victor Coppola
Address: c/o Cookson America, One Cookson Place, Providence RI 02903

Vice President: Robert R. Landry
Address: Cookson America, One Cookson Place, Providence RI 02903

Secretary: Stephen L. Howard
Address: c/o Cookson America, One Cookson Place, Providence RI 02903

Treasurer: Stuart L. Daniels
Address: Cookson America, One Cookson Place, Providence RI 02903

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)


10. Name and Street address of Florida registered agent:

Name: Angell Corporate Services, Inc.
Office Address: 250 Royal Palm Way, Ste. 300
Palm Beach, Florida 33480
Zip Code

11. 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.

Registered agent's signature:


Jonathan E. Cole, President

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Robert R. Landry, Vice President
(Name and capacity of person signing application)

07-13-96 01:19AM

TO 19049224000

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FAX AUDIT #H96000009731

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRY'S METALS INC." 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 TWENTY-FOURTH DAY OF JUNE, A.D. 1996.

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 11 AM 3:00



Edward J. Freel

Edward J. Freel, Secretary of State

0876949 8300

960183330

FAX AUDIT #H96000009731

AUTHENTICATION: 7998797

DATE: 06-24-96