



THE UNITED STATES  
CORPORATION  
COMPANY

F98000006345

ACCOUNT NO. : 072100000032

REFERENCE : 030524 4307980

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Piquero*

ORDER DATE : November 12, 1998

ORDER TIME : 9:11 AM

ORDER NO. : 030524-005

CUSTOMER NO: 4307980

~~500002686765~~---0

CUSTOMER: Pamela L. Miles, Esq  
Wilmer, Cutler & Pickering  
2445 M Street, N.w.

Washington, DC 20037

*W98-25605*

FOREIGN FILINGS

NAME: ALLEN ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

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DIVISION OF CORPORATIONS  
98 NOV 13 PM 2:13

*8/11/18*

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98 NOV 13 AM 9:53  
DIVISION OF CORPORATION

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: ALEN ACQUISITION CORP.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Pamela L. Miles  
(Name of Person)  
Wilmer, Cutler & Pickering  
(Firm/Company)  
2445 M Street, NW  
(Address)  
Washington, DC 20037-1420  
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Pamela L. Miles at ( 202 ) 663-6192  
(Name of Person) (Area Code & Daytime Telephone Number)

### STREET ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 13, 1998

CSC

SUBJECT: ALLEN ACQUISITION CORP.  
Ref. Number: W98000025605

**RESUBMIT**

Please give original  
date as file date.

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We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 398A00054840

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**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. ALEN 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. Pennsylvania 3. 25-1821062  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 21, 1998 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Corporation Service Company  
319 Market Street, Harrisburg, PA 17101  
(Current mailing address)
8. Manufacture and distribution of household cleaning products.  
(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  
(Zip code)

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**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.*

  
Carol K Dolon (Registered agent's signature) Authorized Representative

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS** (Street address only - P.O. Box **NOT** acceptable)

Chairman: Alfonso Garcia

Address: Boulevard Diaz Ordaz No. 1000, Santa Catarina  
Nuevo Leon, Mexico 66350

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

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

Director: SEE ATTACHED

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

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

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

**B. OFFICERS** (Street address only - P.O. Box **NOT** acceptable)

President: Alfonso Garcia

Address: Boulevard Diaz Ordaz No. 1000, Santa Catarina  
Nuevo Leon, Mexico 66350

Vice President: Enrique Garcia

Address: Boulevard Diaz Ordaz No. 1000, Santa Catarina  
Nuevo Leon, Mexico 66350

Secretary: Sergio Moreno

Address: Boulevard Diaz Ordaz No. 1000, Santa Catarina  
Nuevo Leon, Mexico 66350

Treasurer: Alfonso Garcia

Address: Boulevard Diaz Ordaz No. 1000, Santa Catarina  
Nuevo Leon, Mexico 66350

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

13. Sergio Moreno (by Andrea C. Canttunye)  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sergio Moreno, Secretary  
(Typed or printed name and capacity of person signing application)

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**ALEN ACQUISITION CORP.**

**DIRECTORS**

**Alfonso Garcia**  
**Boulevard Diaz Ordaz No. 1000**  
**Santa Catarina**  
**Nuevo León, Mexico 66350**

**Enrique Garcia**  
**Boulevard Diaz Ordaz No. 1000**  
**Santa Catarina**  
**Nuevo León, Mexico 66350**

**Alfonso Edmundo Garcia**  
**Boulevard Diaz Ordaz No. 1000**  
**Santa Catarina**  
**Nuevo León, Mexico 66350**

**Sonia Garcia**  
**Boulevard Diaz Ordaz No. 1000**  
**Santa Catarina**  
**Nuevo León, Mexico 66350**

**Jorge Luis Garcia; y.**  
**Boulevard Diaz Ordaz No. 1000**  
**Santa Catarina**  
**Nuevo León, Mexico 66350**

**Olga Garcia**  
**Boulevard Diaz Ordaz No. 1000**  
**Santa Catarina**  
**Nuevo León, Mexico 66350**

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**DIVISION OF CORPORATIONS**  
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UNITED MEXICAN STATES:  
STATE OF NUEVO LEON  
CITY OF MONTERREY  
CONSULATE GENERAL OF THE  
UNITED STATES OF AMERICA } SS

ALEN ACQUISITION CORP.

SPECIAL POWER OF ATTORNEY

BY THIS POWER OF ATTORNEY given on the 17 day of November, 1998, I, Sergio Moreno, acting in my capacity as Secretary of ALEn Acquisition Corp. (the "Corporation"), a corporation duly organized and validly existing under the laws of the State of Delaware, United States of America, execute this power of attorney to authorize Andrea C. Couttenye, so that she may:

be my lawful agent and attorney-in-fact to act in my name and stead with respect to the execution of such agreements, instruments, applications and documents as may be necessary or appropriate to transfer or obtain all permits, registrations, licenses and similar authorizations currently held by White Cap, Inc., a corporation duly organized and validly existing under the laws of Pennsylvania, or White Cap, Inc., d/b/a Pinc-O-Pine Company, related to the transaction described in the Asset Purchase Agreement by and among White Cap, Inc., WCI, LLC, a Delaware limited liability company, the holders of all of the issued and outstanding shares of capital stock of White Cap, Inc., Industrias ALEn, S.A. de C.V., a Mexican *sociedad anónima de capital variable*, the Corporation and ALEn Americas, Inc., a Delaware corporation, dated as of November 17, 1998.

This power of attorney shall be valid until revoked.

IN WITNESS WHEREOF, the said Sergio Moreno has hereunto set his hand and seal the day and year first herein before written.

Sergio Moreno

SWORN AND SUBSCRIBED  
before me this 17 day of November, 1998

A. JACKIE PUCETTI  
CONSULAR ASSOCIATE

WCP3: 70735/1

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

NOVEMBER 02, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

ALEN ACQUISITION CORP.

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.

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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.

*Kim Ditzinger*

ACTING

Secretary of the Commonwealth

SSCH