



THE UNITED STATES
CORPORATION
COMPANY

F00000003981

ACCOUNT NO. : 072100000032

REFERENCE : 763548 4365334

AUTHORIZATION

Patricia Pigute

COST LIMIT : \$ 70.00

FILED
STATE
CORPORATIONS
JUL 17 PM 2:34

ORDER DATE : July 13, 2000

ORDER TIME : 11:07 AM

ORDER NO. : 763548-040

800003324728--1

CUSTOMER NO: 4365334

CUSTOMER: Mr. Greg Sara
Pameco Corporation
1000 Center Place

Norcross, GA 30093

FOREIGN FILINGS

NAME: PAMECO ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

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00 JUL 17 PM 12:12
DEPARTMENT OF STATE
DIVISION OF CORPORATE REG.
TALLAHASSEE, FL 32310

3/17

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 17 PM 2:34

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PAMECO ACQUISITION CORPORATION
(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:

Amy Lampi
(Name of Person)
c/o CSC The United States Corporation Company
(Firm/Company)
Suite 100, 2730 Gateway Oaks Drive
(Address)
Sacramento, CA, 95833
(City/State/Zip)

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

Amy Lampi at (800) 222 2122
(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

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy |
|---|--|---|---|

**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.*

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1. PAMECO ACQUISITION CORPORATION

(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. _____

(FEI number, if applicable)

4. May 24, 2000

(Date of incorporation)

5. Perpetual

(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 Gregory Sara, 1000 Center Place

Norcross, GA 30090

(Current mailing address)

Wholesale distribution of heating ventilation, air conditioning, and refrigeration equipment and supplies.

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

(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: Karen Wehner

(Registered agent's signature)

Karen Wehner, Assistant Vice President

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

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

14. M. Gregory Sara, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
100 JUL 17 PM 2:34



PAMECO CORPORATION

DIRECTORS

James R. Balkcom, Jr. Chairman

1000 Center Place
Norcross, GA 30093

W. Michael Clevey

1000 Center Place
Norcross, GA 30093

Willem F.P. de Vogel

1000 Center Place
Norcross, GA 30093

Michael Ira Klein

1000 Center Place
Norcross, GA 30093

Earle Dolive

1000 Center Place
Norcross, GA 30093

Angus C. Littlejon, Jr.

1000 Center Place
Norcross, GA 30093

Edmund J. Feeley

1000 Center Place
Norcross, GA 30093

Dixon R. Walker

1000 Center Place
Norcross, GA 30093

Harry F. Weyher III

1000 Center Place
Norcross, GA 30093

OFFICERS

Dixon R. Walker President & CEO

1000 Center Place
Norcross, GA 30093

Robert J. Davis Chief Financial Officer

1000 Center Place
Norcross, GA 30093

Richard Martin Secretary/Treasurer

1000 Center Place
Norcross, GA 30093

M. Gregory Sara Assistant Secretary

1000 Center Place
Norcross, GA 30093

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Robert J. Davis
Chief Financial Officer and
Vice President of Finance

RECORDED
00 JUL 14 2000
STATE
CORPORATIONS

Pameco Corporation consents to the use of the name, "Pameco Acquisition Corporation," by Pameco Acquisition Corporation.

Signed: _____

Robert J. Davis
Chief Financial Officer

12 July 2000

rjd:wcd

Pameco Corp.
1000 Center Place * Norcross, GA 30093
Telephone: 770-798-0700

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAMECO ACQUISITION CORPORATION" 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 THIRTEENTH DAY OF JULY, A.D. 2000.

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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 17 PM 2:34



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

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AUTHENTICATION: 0556555
DATE: 07-13-00