

Document Number Only

# F00000006555

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

CORPORATION(S) NAME

Villanova Distribution Services, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Change of RA
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> UCC
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> CUS
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Photocopies	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call If Problem	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	
<input checked="" type="checkbox"/> Walk In		
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

11/27/00

Order#:

Ref#:

Amount:\$

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NOV 27 PM 3:04  
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TALLAHASSEE, FLORIDA

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
NOV 27 AM 11:39  
TALLAHASSEE, FLORIDA

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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.*

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1. Villanova Distribution Services, Inc.  
(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. 42-1341874  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/09/2000 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. 1200 River Road, Conshohocken, PA 19428  
(Principal office address)  
same  
(Current mailing address)
8. any and/or all lawful business  
(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: C T Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
(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.*

By: Susan J. Metze C T Corporation System  
(Registered agent's signature) Susan J. Metze, Asst. Secy.

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 attachment

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

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

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

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

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

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

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

B. OFFICERS

President: See attachment

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

14. Glenn W. Soden, Associate Vice President and Secretary

(Typed or printed name and capacity of person signing application)

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**ATTACHMENT**

VILLANOVA DISTRIBUTION SERVICES, INC.

LIST OF OFFICERS AND DIRECTORS

Paul J. Hondros President & Chief Executive Officer & Director	1200 River Road Conshohocken, PA 19428
James R. Donatell Executive Vice President-Sales & Marketing & Director	1200 River Road Conshohocken, PA 19428
Gregory J. Nowak Executive Vice President-Mergers & Acquisitions	1200 River Road Conshohocken, PA 19428
Gerald J. Holland Senior Vice President-Operations	1200 River Road Conshohocken, PA 19428
Dilip S. Kulkarni Senior Vice President & Chief Technology Officer	1200 River Road Conshohocken, PA 19428
James F. Laird, Jr. Senior Vice President-Product Development & Director	1200 River Road Conshohocken, PA 19428
William H. Miller Senior Vice President-Chief Investment Officer	1200 River Road Conshohocken, PA 19428
Donald J. Pepin, Jr. Senior Vice President-Sales	1200 River Road Conshohocken, PA 19428
Caroline A. Churchill Vice President-Marketing	1200 River Road Conshohocken, PA 19428
Kevin S. Crossett Vice President-Associate General Counsel	1200 River Road Conshohocken, PA 19428
Christopher P. Donigan Vice President-Human Resources	1200 River Road Conshohocken, PA 19428

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Thomas M. Sipp  
Vice President-Chief Financial  
Officer & Treasurer

1200 River Road  
Conshohocken, PA 19428

Glenn W. Soden  
Associate Vice President & Secretary

One Nationwide Plaza  
Columbus, OH 43215

John F. Delaloye  
Assistant Secretary

One Nationwide Plaza  
Columbus, OH 43215

Carol L. Dove  
Assistant Treasurer

1200 River Road  
Conshohocken, PA 19428

Michael D. Maier  
Assistant Treasurer

1200 River Road  
Conshohocken, PA 19428

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*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 "VILLANOVA DISTRIBUTION SERVICES, 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 TWENTIETH DAY OF NOVEMBER, A.D. 2000.

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

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TALLAHASSEE, FLORIDA



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

AUTHENTICATION: 0802730

DATE: 11-20-00