

CT CORPORATION SYSTEM

F010000003024

CORPORATION(S) NAME

Memec US Holdings, Inc.

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FILED
01 JUN -6 PM 2:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FW1 A00034547

- | | | |
|--|---|---|
| <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"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Photocopies | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Call If Problem | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | <input type="checkbox"/> Will Wait | |

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DIVISION OF CORPORATION

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

6/6/01

Order#: 3851699

gjc BK

000004368070--1
-06/06/01--01083--002
Ref#: *****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. Memec US Holdings, 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

(State or country under the law of which it is incorporated)

3.

33-0954707

(FBI number, if applicable)

4. 07/27/2000

(Date of incorporation)

5.

Perpetual

(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. 9980 Huennekens St, San Diego, CA 92121

(Principal office address)

same

(Current mailing address)

8. Distribution of semi-conductors

(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:

C T Corporation System

(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 *SEE ATTACHMENT*

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Colin Stevens

Address: 9980 Huennekens St

San Diego, CA 92121

Vice President: Doug Lindroth

Address: 9980 Huennekens St

San Diego, CA 92121

Secretary: Colin Stevens

Address: 9980 Huennekens St San Diego, CA 92121

Treasurer: Colin Stevens

Address: 9980 Huennekens St San Diego, CA 92121

SEE ATTACHMENT

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. Doug Lindroth Secretary
(Typed or printed name and capacity of person signing application)

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Attachment to Florida
Application for Certificate of Authority
Officers and Directors

Name	Address	Title
Roy Stevenson	9980 Huennekens St San Diego, CA 92121	President
Roy Stevenson	9980 Huennekens St San Diego, CA 92121	Secretary
Roy Stevenson	9980 Huennekens St San Diego, CA 92121	Treasurer
Doug Lindroth	9980 Huennekens St San Diego, CA 92121	Vice President
Doug Lindroth	9980 Huennekens St San Diego, CA 92121	Assistant Secretary
Bill Dickey	9980 Huennekens St San Diego, CA 92121	Assistant Treasurer
David Ashworth	9980 Huennekens St San Diego, CA 92121	Director
Roy Stevenson	9980 Huennekens St San Diego, CA 92121	Director
Greg Provenzano	9980 Huennekens St San Diego, CA 92121	Director
Jim Burdick	9980 Huennekens St San Diego, CA 92121	Director
Phil Sansone	9980 Huennekens St San Diego, CA 92121	Director
Doug Lindroth	9980 Huennekens St San Diego, CA 92121	Director

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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 "MEMEC US HOLDINGS, 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-SIXTH DAY OF MARCH, A.D. 2001..

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE. ---

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3266634 8300

AUTHENTICATION: 1043337

010145745

DATE: 03-26-01