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CSC

ACCOUNT NO. : 072100000032

REFERENCE : 708188 7116721

AUTHORIZATION Patricia Piggiti

COST LIMIT : $ 70.00

FILED
02 FEB -6 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 15, 2002

ORDER TIME : 3:43 PM

ORDER NO. : 708188-010

900004884459--8

CUSTOMER NO: 7116721

CUSTOMER: Ms. Donna Gehnrich
Systemax, Inc.
22 Harbor Park Drive

Port Washington, NY 11050

FOREIGN FILINGS

Amm and all Dunfns business

NAME: SYSTEMAX, INC.

XXXX QUALIFICATION (TYPE: CO) 6

DK

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TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: ____________

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RECEIVED

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Secretary , do hereby certify that this Resolution of the Board of Directors of Systemax Inc.

a corporation duly organized and existing under the laws of the State of Delaware , was duly adopted on Feb. 4 , 2002

Be it resolved, that Systemax Inc. organized and existing in the State of Delaware hereby adopts the name Systemax Computers, INC. for use in the State of Florida.

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TALLAHASSEE, FLORIDA

Date: February 4, 2002

Chairman, Vice Chairman or any officer

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Curt Rush, Secretary

Type or Print Name

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. Systemax 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. 11-3262067
(FEI number, if applicable)

4. 4/21/95
(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. 22 Harbor Park Drive, Port Washington, NY 11050
(Principal office address)

22 Harbor Park Drive, Port Washington, NY 11050
(Current mailing address)

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8. Any and 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company
Lynette Coleman
(Registered agent's signature) Lynette Coleman as its agent

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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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B. OFFICERS

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. Curt Rush, Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Computers, Inc.
Systemax

OFFICERS: CHAIRMAN & CEO - Richard Leeds
V. CHAIRMAN & PRES. OF DOM. RELATIONS- Robert Leeds
V. CHAIRMAN & PRES. OF INT'L RELATIONS - Bruce Leeds,
SR. V.P. & CFO - Steven Goldschein
SR V.P. of SALES & MARKETING - Robert Dooley
VICE PRES. & CONTROLLER - Michael Speiller
VICE PRES. OF EUR. OPERATIONS - Les Biggs
GENERAL COUNSEL & SECRETARY - Curt Rush

DIRECTORS:

Richard Leeds
Robert Leeds
Bruce Leeds
Robert Dooley
Stacey Dick
Robert Rosenthal

Address for all officers and directors shall be:

22 Harbor Park Drive
Port Washington, NY 11050

Delaware

The First State

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TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SYSTEMAX 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 FOURTH DAY OF FEBRUARY, A.D. 2002.

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
02 FEB 6 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2494792 8300

AUTHENTICATION: 1593920

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DATE: 02-04-02