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 02 DEC 30 AM 11:12
 DIVISION OF CORPORATION
 TALLAHASSEE, FLORIDA
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 SECRETARY OF STATE

CT CORPORATION

December 30, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5754102 SO
Customer Reference 1: 07431.0002
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Distribution Partners Limited (GA)
Registration
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 30, 2002

JEFFREY J. NETHERTON
C T CORPORATION
660 E JEFFERSON ST
TALLAHASSEE, FL 32301

SUBJECT: DISTRIBUTION PARTNERS LIMITED
Ref. Number: W02000036081

We have received your document for DISTRIBUTION PARTNERS LIMITED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Once you add the corporate suffix to the name Distribution Partners Limited it will be available and you will not need the resolution.

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) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 202A00067766

**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. Distribution Partners Limited Incorporated
(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. Georgia 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 1, 1997 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. 819 Pickens Industrial Drive, NE, Suite 1
(Principal office address)

Marietta, GA 30062
(Current mailing address)

8. Sourcing, importation, assembly and distribution of electrical products for wholesale to the construction industry
(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.

C T Corporation System

By: *Cornelia Brown*
(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.

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TALLAHASSEE FLORIDA

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

A. DIRECTORS

Chairman: L. Dean Nations

Address: 532 Gramercy Drive
Marietta, GA 30068

Vice Chairman: _____

Address: _____

Director: Robert A. Paladino

Address: 3671 Northside Drive
Atlanta, GA 30305

Director: Howard E. Sachs

Address: 5975 Riverwood Dr., NW
Sandy Springs, GA 30328

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Robert A. Paladino

Address: 3671 Northside Drive
Atlanta, GA 30305

~~Vice President:~~ Chairman of the Board: L. Dean Nations

Address: 532 Gramercy Drive
Marietta, GA 30068

Secretary: Barry A. McIntosh

Address: 819 Pickens Industrial Dr., Suite 1, Marietta, GA 30062

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. _____

ROBERT A. PALADINO PRESIDENT
(Typed or printed name and capacity of person signing application)

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : K717734
DATE INC/AUTH/FILED: 05/01/1997
JURISDICTION : GEORGIA
PRINT DATE : 12/23/2002
FORM NUMBER : 211

LONG, ALDRIDGE & NORMAN
LAURA RUTTAN
817 W. PEACHTREE ST SUITE 400
ATLANTA, GA 30308

CERTIFICATE OF EXISTENCE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

**DISTRIBUTION PARTNERS LIMITED
A GEORGIA PROFIT CORPORATION**

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20021223151316493



Cathy Cox
Secretary of State