

F040600001125

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

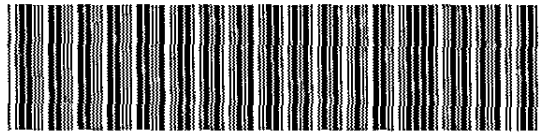
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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04 MAR -1 PM 2:46

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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04 MAR -1 AM 11:26

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*BK*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 402047 7107686

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : \$ 78.75

04 MAR - 1 PM 2:44  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 20, 2004

ORDER TIME : 10:17 AM

ORDER NO. : 402047-010

CUSTOMER NO: 7107686

CUSTOMER: Ms. Laurie Bergstresser  
Hughes Supply, Inc.  
One Hughes Way

Orlando, FL 32805-2232

FOREIGN FILINGS

NAME: Z&L ACQUISITION CORP.

*File  
1st*

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX  PLAIN STAMPED COPY
- XX  CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: \_\_\_\_\_

S

**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.

FILED  
MAR 1 10 24 AM  
TALLAHASSEE, FLORIDA

1. Z B L Acquisition Corp.  
(Enter name of corporation must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 510374238  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/6/1996 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. 501 W. Church St. Orlando FL 32805  
(Principal office address)

One Hughes Way, P.O. Box 2273, Orlando FL 32802  
(Current mailing address)

8. For profit; building supplier  
(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  
  
Brian Courtney  
(Registered agent's signature) Pres

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 attached officers/directors rider

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

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

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

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

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

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

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

**B. OFFICERS**

President: See attached officers/directors rider

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

Vice President: \_\_\_\_\_

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

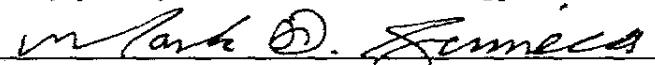
Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. Mark D. Scimeca, Corporate Secretary  
(Typed or printed name and capacity of person signing application)

**Z&L Acquisition Corp.**

D/B/A Hughes – States of Florida & Oregon; County of New Castle, Delaware

1403 Foulk Rd., Suite 102  
Wilmington, DE 19803

FEI #51-0374238  
Incorporated 05/06/1996  
State of Delaware

**Directors:**

David H. Hughes  
David Bearman  
Thomas Morgan

**Officers:**

President	Thomas I. Morgan
Secretary	Mark D. Scimeca
Treasurer	David Bearman
Vice President	Larry A. Feld
Vice President	Brent W. Scheps
Vice President	Paul Rangel
Assistant Secretary	Jacquel K. Clark
Assistant Treasurer	Carl E. Gillert
Assistant Treasurer	Jeffrey S. Leonard
General Counsel	John Z. Pare

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "Z&L ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF MAY, A.D. 1996, AT 9:01 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF JANUARY, A.D. 2003, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF JANUARY, A.D. 2003, AT 5 O'CLOCK P.M.

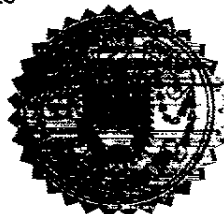
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

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

2615006 8310

040067059



AUTHENTICATION: 2901880

DATE: 01-30-04

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

# Delaware

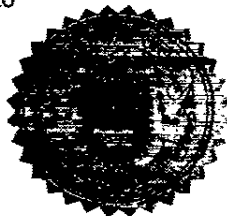
PAGE 2

*The First State*

HAVE BEEN PAID TO DATE.

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040067059



AUTHENTICATION: 2901880

DATE: 01-30-04

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State