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FOREIGN PROFIT QUALIFICATION

Goodman Distribution, Inc.

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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.*

1. Goodman Distribution, Inc.
(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. Texas 3. 760309878
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 25, 1990 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. 2550 North Loop West, Suite 400 Houston, Texas 77092
(Principal office address)
- 2550 North Loop West, Suite 400 Houston, Texas 77092
(Current mailing address)

8. To Transact any and all lawful business for which corporations may be incorporated under the Tx Business Corporations Act
(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

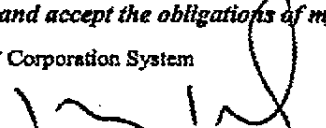
Plantation, Florida 33324
(City) (Zip code)

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

KIRK HOOD
ASSISTANT SECRETARY

By: 

(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.

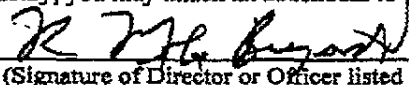
12. Names and business addresses of officers and/or directors:

A. DIRECTORSChairman: John B. GoodmanAddress: 2550 North Loop West, Suite 400Houston, Texas 77092Vice Chairman: None

Address: _____

Director: Betsy G. AbellAddress: 2550 North Loop West, Suite 400Houston, Texas 77092Director: CONTINUED ON ATTACHED PAGES

Address: _____

B. OFFICERSPresident: James L. MishlerAddress: 2550 North Loop West, Suite 400Vice President: and CFO: Lawrence M. BlackburnAddress: 2550 North Loop West, Suite 400Houston, Texas 77092Secretary: Ben D. CampbellAddress: 2550 North Loop West, Suite 400, Houston, Texas 77092Treasurer: Ardea ToppeAddress: 2550 North Loop West, Suite 400, Houston, Texas 77092CONTINUED ON ATTACHED PAGES**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. R. Mike Bryant, Assistant Secretary

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

Application by a Foreign Corporation for Authority to Transact Business in Florida
Goodman Distribution, Inc.
Question 12, Officers and Directors

Directors continued:

G. Hughes Abell
2550 North Loop West, Suite 400
Houston, Texas 77092

Charles A. Carroll
2550 North Loop West, Suite 400
Houston, Texas 77092

Meg Goodman
2550 North Loop West, Suite 400
Houston, Texas 77092

Officers continued:

CEO
Charles A. Carroll
2550 North Loop West, Suite 400
Houston, Texas 77092

VP
Donald R. King
2550 North Loop West, Suite 400
Houston, Texas 77092

VP
Peter H. Alexander
2550 North Loop West, Suite 400
Houston, Texas 77092

VP
Samuel G. Bikman
2550 North Loop West, Suite 400
Houston, Texas 77092

VP
Gary L. Clark
2550 North Loop West, Suite 400
Houston, Texas 77092

VP

Terrance M. Smith
2550 North Loop West, Suite 400
Houston, Texas 77092

VP

William L. Topper
2550 North Loop West, Suite 400
Houston, Texas 77092

VP

Mike Bride
2550 North Loop West, Suite 400
Houston, Texas 77092

VP

David Brown
2550 North Loop West, Suite 400
Houston, Texas 77092

VP

Raymond V. Carroll, Jr.
2550 North Loop West, Suite 400
Houston, Texas 77092

VP

Jeffery R. Ellington
2550 North Loop West, Suite 400
Houston, Texas 77092

VP

Mike Frahlman
2550 North Loop West, Suite 400
Houston, Texas 77092

VP

John Henkels
2550 North Loop West, Suite 400
Houston, Texas 77092

VP

Richard J. Pierce
2550 North Loop West, Suite 400
Houston, Texas 77092

VP

Tim Pischulla

2550 North Loop West, Suite 400

Houston, Texas 77092

VP

Steve Saunders

2550 North Loop West, Suite 400

Houston, Texas 77092

VP

Gregory Vensel

2550 North Loop West, Suite 400

Houston, Texas 77092

Associated GC and Assistant Secretary

R. Mike Bryant

2550 North Loop West, Suite 400

Houston, Texas 77092

Assistant Secretary

Cynthia Smith

2550 North Loop West, Suite 400

Houston, Texas 77092

Assistant Treasurer

Nancy Rodgers McNease

2550 North Loop West, Suite 400

Houston, Texas 77092

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CT CORPORATION

P.07/07

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



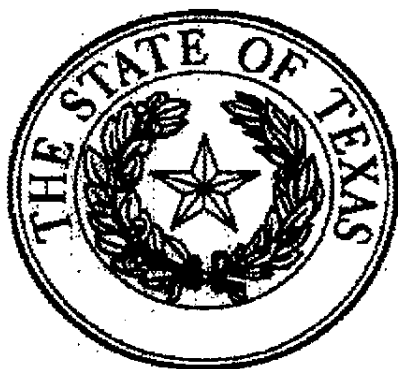
Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for Goodman Distribution, Inc. (filing number: 115494300), a Domestic Business Corporation, was filed in this office on May 25, 1990.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on April 02, 2004.




Geoffrey S. Connor
Secretary of State