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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)222-9428

FOREIGN PROFIT QUALIFICATION

G&R Distributing Company

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$1,220.00

\$70.00

RECEIVED
05 JAN 18 AM 8:03
DIVISION OF CORPORATION

TREASURY OF STATE
TAX ADMINISTRATION
FLORIDA

2005 JAN 11 PM 1:44
*Please Waive
penalty fees
Thank Jennifer*

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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. G & R Distributing Company
(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. 20-2111336
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/29/04 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 75 Edinburgh Drive, Palm Beach Gardens, FL 33418
(Principal office address)

75 Edinburgh Drive, Palm Beach Gardens, FL 33418
(Current mailing address)

8. retail sale of alarm systems
(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 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: Kathleen A. Wheeler, Assistant Secretary
(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:

2005 JAN 18 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

A. DIRECTORS

Chairman: Bruce Greene

Address: 1013 Barley Drive, Wilmington, DE 19807

Vice Chairman: Frank A. Robino, III

Address: 75 Edinburgh Drive, Palm Beach Gardens, FL 33418

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Bruce Greene

Address: 1013 Barley Drive, Wilmington, DE 19807

Vice President: Frank A. Robino, III

Address: 75 Edinburgh Drive, Palm Beach Gardens, FL 33418

Secretary: Robert G. Sanderson

Address: 6 Barbara Place, Wilmington, DE 19808

Treasurer: Robert G. Sanderson

Address: 6 Barbara Place, Wilmington, DE 19808

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. Bruce Greene

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

2005 JAN 18 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "G & R DISTRIBUTING COMPANY" 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 FOURTEENTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3619160

DATE: 01-14-05

TOTAL P.04