

APR. 25. 2007

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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TXT #2940

FOREIGN PROFIT/NONPROFIT CORPORATION

SONEPAR MANAGEMENT US, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Sonepar Management US, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")
2. Delaware
(State or country under the law of which it is incorporated)
3. 232 975 775
(FBI number, if applicable)
4. September 11, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 510 Walnut Street - suite 400 - Philadelphia, PA 19106-3640
(Principal office address)
- 1 Place-Villa-Marie - #1840 - Montreal, Quebec H3B 4A9 Canada
(Current mailing address)
8. Management services
(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: 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

By: [Signature]

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

A. DIRECTORS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: François Ponce

Address: 43-47, avenue de la Grande Armée - 75782 Paris Cedex 16. France

Director: Anthony Burr

Address: 510 Walnut Street - Suite 400 - Philadelphia, PA 19106-3640

B. OFFICERS

President: Kathy Rusko

Address: 510 Walnut Street - Suite 400 - Philadelphia, PA 19106-3640

Vice President: _____

Address: _____

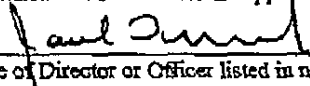
Secretary: Paul Trudel

Address: 1 Place-Ville-Marie - #1840 - Montreal, Quebec H3B 4A9 Canada

Treasurer: Kathy Rusko

Address: 510 Walnut Street - Suite 400 - Philadelphia, PA 19106-3640

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. Paul Trudel - Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SONEPAR MANAGEMENT US, 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 TWENTY-FIFTH DAY OF APRIL, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SONEPAR MANAGEMENT US, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF SEPTEMBER, A.D. 1998.

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.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5623722

DATE: 04-25-07