

Prentice Hall Legal & Financial Services

ATTN: MSG (904) 222-7495

1211 W. 5th Street, Suite
Tallahassee, Florida 32301

CORPORATION) AMP

CHAPTER NUMBER

BE & K Holdings Inc

~~780001-27727~~
 -01/12/95--01041--009
 ****122.50 ****122.50

☐ Amendment
☐ Annual Report
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Domestication
☒ Fictitious Business Name
☐ Foreign - Profit
☐ Foreign - Non-Profit
☐ Limited Partnership
☐ Limited Liability
☐ Mtr. Veh. _____

☐ Merger
☐ Name Reservation
☐ Name Registration
☐ Non-Profit/Articles of Incorporation
☐ Other _____
☐ Profit/Articles of Incorporation
☐ Reinstatement
☐ Resignation of R.A., Off/Dir
☐ Trademark
☐ UCC/Filing 1 _____
☐ UCC/Filing 3 _____

FILED STATE
SECRETARY OF CORPORATIONS
95 JUN 12 PM 1:08

☒ Certified Copy _____
☐ Photocopy _____
☐ Corporate Print-Out _____
☐ Fictitious/Owner Search _____

____ CUS
____ Good Standing
____ R.A., Off/Dir Search

(X) Walk in

() Call if Problem

() Will Walt

(X) Pick up

EIM3:03 OF CORPORATION

55 JAN 12 AM 10:30

DATE TIME 12/11/02

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: 9/11 BY: E/EN

BRANCH RECEIVING: Tally BY: WISS

REF/JOB # 70-95-03329

CLIENT MATTER # _____

SAME DAY _____ 24 HR _____ ROUTINE _____

VERBAL REQUESTED: YES OR NO YES

DATE SENT: 1/12/95 MAIL FAX 5 FED EXP

FILED: / /

SENT TO: BRANCH X CLIENT 1

SPECIAL INSTRUCTIONS: rcvd 1/123

CHECK #

ST./CTY/ FEES

CORR. FEE/

SPEC. HANDL.

MESSENGER

COPIES

FAX FEE

OTHER

TOTAL

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. BE&K Holdings, Inc.
(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. Delaware
(State or country under the law of which it is incorporated)
3. 63-1133560
(FEI number, if applicable)
4. 12/19/94
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Currently no business in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 2000 International Park Drive
Birmingham, AL 35243
(Current mailing address)
8. To transact any or all lawful business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida, 32301
(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.
The Prentice-Hall Corporation System, Inc.
By: *Charles C. Coker*
(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.

FILED
SECRETARY OF STATE
JAN 12 PM 1:06
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: T.C. Kennedy

Address: 4472 Clairmont Avenue
Birmingham, AL 35222

Vice Chairman: _____

Address: _____

Director: T.M. Goodrich

Address: 3320 Dell Road
Birmingham, AL 35223

Director: C.M. Smith

Address: 1589 Fairway View Drive
Birmingham, AL 35244

B. OFFICERS

President: Arnold D. Isaacs

Address: 20010 Colony Point Lane
Davidson, NC 28036

Vice President: See attached sheet

Address: _____

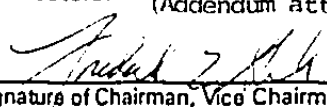
Secretary: C.M. Smith

Address: 1589 Fairway View Drive
Birmingham, AL 35244

Treasurer: J.S. McCarty

Address: 704 Lexington Road
Birmingham, AL 35216

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Frederick E. Garrick, Vice President & Asst. Secretary
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
BIRMINGHAM, ALABAMA
95 JAN 12 PM 1:03

**ADDENDUM
to
BE&K HOLDINGS, INC.**

Directors:

T.C. Kennedy	4472 Clairmont Avenue Birmingham, AL 35222	Chairman, CEO & Director
T.M. Goodrich	3320 Dell Road Birmingham, AL 35223	Executive Vice President & Director
C.M. Smith	1589 Fairway View Drive Birmingham, AL 35244	Vice President, CFO, Secretary & Director

Officers:

T.C. Kennedy	4472 Clairmont Avenue Birmingham, AL 35222	Chairman & CEO
Arnold D. Isaacs	20010 Colony Point Lane Davidson, NC 28036	President
T.M. Goodrich	3320 Dell Road Birmingham, AL 35223	Executive Vice President
William M. Caldwell, II	1300 Lexington Avenue Charlotte, NC 28203	Executive Vice President
C.M. Smith	1589 Fairway View Drive Birmingham, AL 35244	Vice President, CFO & Secretary
J.S. McCarty	704 Lexington Road Birmingham, AL 35216	Treasurer
Frederick E. Garrick	2320 Fox Glen Circle Birmingham, AL 35216	Vice President & Asst. Secretary

FILED
SECRETARY OF STATE
BIRMINGHAM, ALABAMA
JUN 12 PM 1:08

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BE&K HOLDINGS, 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 SIXTH DAY OF JANUARY, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 12 PM 1:09



Edward J. Freel

Edward J. Freel, Secretary of State

2461611 8300

950004262

AUTHENTICATION

7366509

DATE

01-06-95