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ROGERS, BOWERS, DEMPSEY AND PALADINO
ATTORNEYS AT LAW
505 SOUTH FLAGLER DRIVE
SUITE 1330
WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
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W. GLENN DEMPSEY
RICHARD PALADINO

January 17, 1996

TELEPHONE (407) 655-0980
TELECOPIER (407) 655-0480

Secretary of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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In Re: County Electric Supply Co Ltd.

Dear Sir:

Enclosed you will find an original and a duplicate copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for County Electric Supply Co Ltd. You will also find enclosed a certificate of good standing for the company that was issued by the Registrar of Companies for England and Wales on January 3, 1996.

The original Application is to be filed in your office, and the copy certified and returned to my office at 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401. Also enclosed is a check in the amount of \$131.25, in payment of the following fees:

Registration Fee	\$ 70.00
Certified Copy Fee	52.50
Certificate of Status	<u>8.75</u>
TOTAL	<u>\$131.25</u>

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I have also enclosed a self-addressed, stamped envelope for your convenience in returning the certified copy of the Application and the Certificate of Status.

If there is any reason why the Application will not be filed immediately, please give me a call. Thank you for your assistance in this matter.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO

W. Glenn Dempsey

WGD/caw
Enclosures
a/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:**

1. County Electric Supply Co Ltd.
(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. England (State or country under the law of which it is incorporated)
3. 59-3349114 (FEI number, if applicable)
4. June 28, 1995 (Date of Incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. February 1, 1996 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 3316 S. Military Trail
Lake Worth, Florida 33463
(Current mailing address)

8. Manufacture of electrical wholesale products
(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: (P.O. Box or Mail Drop Box acceptable) **NOT**

Name: W. Glenn Dempsey

Office Address: 505 South Flagler Drive, Suite 1330
West Palm Beach, Florida, 33401
(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.

W. Glenn Dempsey

(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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NOT

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Colin Stephen Bennett

Address: Littlehales Place, Newport, Shropshire, TF10 9AL, United Kingdom

Vice Chairman: _____

Address: _____

Director: John Aildon

Address: Winston House Old Warwick Road

Lapworth, Warwickshire B94 6AP, United Kingdom

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Colin Stephen Bennett

Address: Littlehales Place, Newport

Shropshire, Tf10 9AL, United Kingdom

Vice President: Russell Swanson

Address: 3316 S. Military Trail

Lake Worth, Florida 33463

Secretary: Mark Jacobs

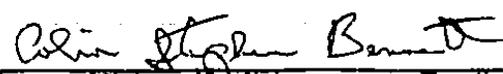
Address: 45 Cassbury Ring North

London N12 7AL, England

Treasurer: James Henderson

Address: 4650 N. Highway 19-A, Mt. Dora, Florida 32757

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

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

14. Colin Stephen Bennett, Chariman
(Typed or printed name and capacity of person signing application)

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CORPORATION



THE COMPANIES ACT 1985

Company No. 3073651

The Registrar of Companies for England and Wales hereby certifies that
**COUNTY ELECTRIC SUPPLY CO LTD. (originally called SHELFCO (NO. 1079)
LIMITED which name was changed by special resolution on 10th October 1995 to
COUNTY ELECTRIC SUPPLY CO LTD.) was incorporated under the Companies
Act 1985 as a limited company on 28th June 1995.**

According to the documents on the file of the company in the custody of the Registrar
of Companies, the company has been in continuous and unbroken existence since the
date of its incorporation.

No action is currently being taken by the Registrar of Companies for striking the
company off the register and dissolving it as defunct, and as far as the Registrar is
aware:-

- a) the company is not in liquidation or subject to an administration order, and
- b) no receiver or manager of the company's property has been appointed.*****

Given at Companies House, Cardiff, the 3rd January 1996.

J. LUKER
for the Registrar of Companies

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COMPANIES REGISTRATION'S