F96000001093

Document Number Only

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904 222-1092

CORPORATION(S) NAME

[illegible]
-03/04/96--01106--035
*****70.00 *****70.00

Cornerstone Acquisition Corp

(X) Profit
( ) NonProfit
( ) Limited Liability Company
(X) Foreign
( ) Limited Partnership
( ) Reinstatement
( ) Certified Copy
( ) Call When Ready
(X) Walk In
( ) Mail Out

( ) Amendment
( ) Dissolution/Withdrawal
( ) Annual Report
( ) Reservation
( ) Photo Copies
( ) Call if Problem
( ) Will Wait

( ) Merger
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( ) Other
( ) Change of R.A.
( ) Cert. of Good Standing
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Verifier
Acknowledgment
W.P. Verifier

3/4/96

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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Copperhead Acquisition Corp.
(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. Applied for
(FEI number, if applicable)

4. February 13, 1996
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.1502, F.S.))

7. 5133 N. River Road, Suite 410, Rosemont, Illinois 60018
(Current mailing address)

8. See attached purpose clause
(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

Jeff H. Terry - Asst. Secy.
(Type Name and Title of Officer)

(FL - 2189 - 11/10/94)

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 addresses of officers and/or directors.

A. DIRECTORS

Chairman: see attached list of directors

Address:

Vice Chairman: see attached list of directors

Address:

Director: see attached list of directors

Address:

Director:

Address:

B. OFFICERS

President: see attached list of officers

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer: ______________________________

Address: ______________________________

____

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

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

14. Carl E. Palmer, President ______________________________
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Purpose Clause of
Copperhead Acquisition Corp.

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the corporation will be engaged in the business of assembling, purchasing, selling, supplying and otherwise distributing wire and cable products and related products.

RIDER

COPPERHEAD ACQUISITION CORP.
(DE domestic)

OFFICERS NAME/TITLE	BUSINESS ADDRESS
Scott C. Anixter Chairman & Chief Executive Officer	6133 N. River Road Rosemont, IL 60018
Carl E. Putnam President & Chief Operating Officer	6133 N. River Road Rosemont, IL 60018
Robert L. Swanson Executive Vice President	6133 N. River Road Rosemont, IL 60018
Donald C. Welchko Vice President, Chief Financial Officer and Secretary	6133 N. River Road Rosemont, IL 60018

DIRECTORS	BUSINESS ADDRESS
Scott C. Anixter	6133 N. River Road Rosemont, IL 60018
Carl E. Putnam	6133 N. River Road Rosemont, IL 60018
Donald C. Welchko	6133 N. River Road Rosemont, IL 60018

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COPPERHEAD ACQUISITION CORP." 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 SIXTEENTH DAY OF FEBRUARY, A.D. 1996.

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

Edward J. Freel, Secretary of State

2585831 8300

960045461

AUTHENTICATION: 7830168

DATE: 02-16-96

F96 000001093

Document Number Only

FILED

96 MAR 27 PM 3:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM
Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

Copperhead Acquisition Corp.

Changed name to Northern Wire & Cable, Inc.

( ) Profit ( ) NonProfit ( ) Limited Liability Company	(X) Amendment	( ) Merger
( ) Foreign	( ) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership ( ) Reinstatement	( ) Annual Report ( ) Reservation	( ) Other ( ) Change of R.A. ( ) Fictitious Name Filing
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Acknowledgment
W.P. Verifier

3/27

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HENDERSON MAR 27 1996

file 2nd

CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
96 MAR 27 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. [illegible] Acquisition Corp.
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: March [illegible], 19[illegible]

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

March 1[illegible], 199[illegible]

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Northern Wire & Cable, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

____

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

____

[signature] 3/20/96

Signature — Date
Name and Title
Donald C. Melchko, VP

(FLA.- 2251 - 3/19/93)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "COPPERHEAD ACQUISITION CORP.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NORTHERN WIRE & CABLE, INC.", THE NINETEENTH DAY OF MARCH, A.D. 1996, AT 4:30 O'CLOCK P.M.

Edward J. Freel

Edward J. Freel, Secretary of State

2585831 8320

960080459

AUTHENTICATION: 7873705

DATE: 03-20-96