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CSC networks

PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 087895 4328474
AUTHORIZATION : Patricia Pizjuts
COST LIMIT : \$ 70.00

ORDER DATE : September 16, 1996

ORDER TIME : 12:23 PM

ORDER NO. : 087895

CUSTOMER NO: 4328474

200001950882

CUSTOMER: Mr. Walt Lee
Merisel, Inc.
200 Continental Boulevard
El Segundo, CA 902450984

FOREIGN FILINGS

NAME: MERISEL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

96 SEP 18 PM 1:51
DIVISION
REGISTRATION
96 SEP 18 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**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. Merisel, 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. 95-4172359
(FBI number, if applicable)
4. 08/01/88
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 01/01/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 200 Continental Blvd.
El Sejundo, CA 90245
(Current mailing address)
8. Wholesale distribution of computer 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 NOT acceptable)

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

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: _____

(Registered agent's signature)

A.P. Polizzi, Assistant Vice President

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: (Street address ONLY- P. O. Box NOT acceptable)

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

SEE ATTACHED LIST OF OFFICERS AND DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

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

14. Timothy N. Jenson, V.P. & Treasurer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**Merisel, Inc.
List of Officers**

Dwight Steffensen
Chairman & C.E.O. - D
308 Ocean Ave.
Seal Beach, CA 90740

Phone: (310) 431-1213
SS# 568-60-3875
Birthdate: 8/23/43
Birthplace: Fresno, CA

James E. Illson
Senior V.P. & Chief Financial Officer
28025 Santora Dr.
Rancho Palos Verdes, CA 90275

Phone: (310) 544-1838
SS# 202-40-4460
Birthdate:
Birthplace:

Timothy N. Jenson
V.P. Treasurer & Asst. Secretary
11491 Harrisburg Rd.
Los Alamitos, CA 90720

Phone: (310) 799-0458
SS# 517-84-8150
Birthdate: 12/26/58
Birthplace: Conrad, MT

Kelly M. Martin
Vice President, Assistant Secretary
239 S. Van Ness Ave.
Los Angeles, CA 90004

Phone: (213) 938-0460
SS# 056-66-0619
Birthdate: 5/28/60
Birthplace: Colorado Springs, CO

Thomas P. Reeves
Senior V.P. European Operations
Flat 487 Holland Park
London, England

Phone:
SS# 528-84-5852
Birthdate: 8/14/61

Susan Miller
Senior V.P. Canadian Operations
731 Millway Ave.
Concord, Ontario

Phone: (416) 738-3920
SS# None
Birthdate:

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TALLAHASSEE, FLORIDA

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Merisel, Inc.
List of Directors

Mr. Dwight Steffenson
308 Ocean Ave.
Seal Beach, CA 90740
SS# 568-60-3875

Term Expires: 5/22/96
Phone: (213) 431-1213
Office: (714) 385-4254
Birthdate: 8/23/43
Birthplace: Fresno, CA

Dr. Arnold Miller
505 Westchester Place
Fullerton, CA 92635
SS# 565-28-5680

Term Expires: 5/22/95
Phone: (714) 738-0368
Office: (714) 447-8887
Birthdate: 5/8/28
Birthplace: New York, NY

Mr. Joseph Abrams
365 Harding Drive
S. Orange, NJ 07079
SS# 122-28-5674

Term Expires: 5/22/95
Phone: (201) 763-0368
Office: (201) 654-4321
Birthdate: 2/2/36
Birthplace: New York, NY

Mr. Lawrence Schoenberg
42 Three Mile Harbour Dr.
East Hampton, NY 11937
SS# 030-24-6014

Term Expires: 5/22/97
Phone: (212) 265-8686
Office: (201) 654-4321
Birthdate: 7/4/32
Birthplace: New York, NY

David House
13223 Padero Court
Saratoga, CA 95070
SS# 380-42-2616

Term Expires:
Phone: (408) 867-5414
Office: (408) 765-4386
Birthdate:
Birthplace:

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERISEL, 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 SEVENTEENTH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2133478 8300

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AUTHENTICATION:

8106220

DATE:

09-17-96