

F97000006440



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 618297 4321592

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 70.00

ORDER DATE : December 2, 1997

ORDER TIME : 10:56 AM

ORDER NO. : 618297-015

CUSTOMER NO: 4321592

6000002361996--2

CUSTOMER: Ms. Carol Mcewen
Long Aldridge & Norman
Suite 5300
303 Peachtree Street
Atlanta, GA 30308

w97-26995

FOREIGN FILINGS

NAME: SED MAGNA (MIAMI), 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: Stephanie Stscherban

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -3 AM 11:47

RECEIVED
97 DEC -3 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 3, 1997

CSC
ATTN: STEPHANIE STSCHERBAN

SUBJECT: SED MAGNA MIAMI, INC.
Ref. Number: W97000026995

RESUBMIT

Please give original
submission date as file date.

We have received your document but it has not been filed for the following reason:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 197A00057151

RECEIVED
AM 10:48
CORPORATION

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SED MAGNA (Miami), Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Carol McEwen, Paralegal
(Name of Person)

Long Aldridge & Norman LLP
(Firm/Company)

303 Peachtree Street, Suite 5300
(Address)

Atlanta, GA 30308
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Carol McEwen
(Name of Person)

at (404) 527-8518
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

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

**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. SED MAGNA (Miami), 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 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/17/97 5. Perpetual
(Date of Incorporation) (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 817.155, F.S.))

7. 4916 North Royal Atlanta Drive

Tucker, Georgia 30085

(Current mailing address)

8. To engage in any lawful act for which corporations may be organized.
(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: Corporation Service Company

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.

Deborah D. Skipper as agent
(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97-DEC-3 AM 11:47

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: Gerald Diamond

Address: 4916 North Royal Atlanta Drive

Tucker, Georgia 30085

Vice Chairman: N/A

Address: _____

Director: Mark Diamond

Address: 4916 North Royal Atlanta Drive

Tucker, Georgia 30085

Director: Ray Risner

Address: 4916 North Royal Atlanta Drive

Tucker, Georgia 30085

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

President: Ray Risner

Address: 4916 North Royal Atlanta Drive

Tucker, Georgia 30085

Vice President: Mark Diamond

Address: 4916 North Royal Atlanta Drive

Tucker, Georgia 30085

Secretary: Larry G. Ayers

Address: 4916 North Royal Atlanta Drive

Tucker, Georgia 30085

Treasurer: Larry G. Ayers

Address: 4916 North Royal Atlanta Drive

Tucker, Georgia 30085

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

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

14. Ray Risner, President
(Typed or printed name and capacity of person signing application)

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

ADDENDUM

Item 12.B. Officers

Chief Executive Officer: Gerald Diamond

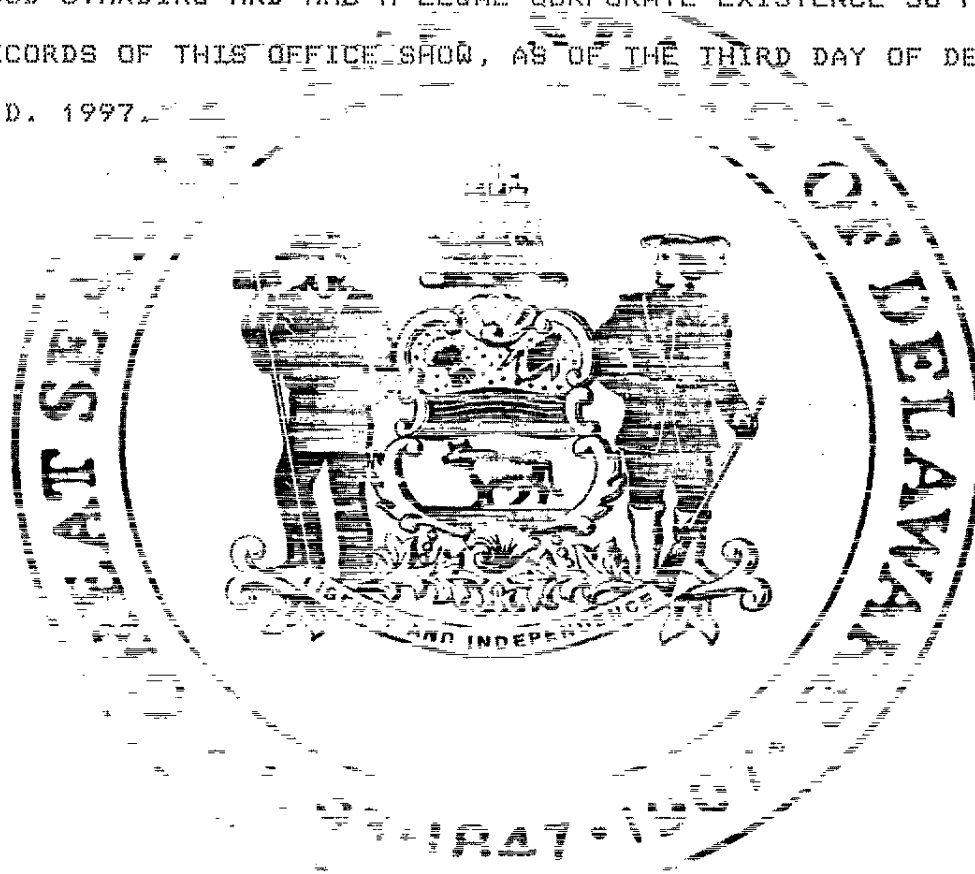
Address: 4916 North Royal Atlanta Drive
Tucker, Georgia 30085

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DIVISION OF CORPORATIONS

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SED MAGNA (MIAMI), 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 THIRD DAY OF DECEMBER, A.D. 1997.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -3 AM 11:47



Edward J. Freel

Edward J. Freel, Secretary of State

2821754 8300

971411623

AUTHENTICATION:

8787691

DATE:

12-03-97