

F98000000503

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Copper Lighting, Inc.

600002414396-2
-01/28/98-01044-023
*****70.00 *****70.00

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Name |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

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JAN 28 1998

Thanks,
Jeff

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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. Cooper Lighting, 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. 76-0554120

(FEI number, if applicable)

4. November 25, 1997

(Date of incorporation)

5. Perpetual

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

6. January 1, 1998

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. P. O. Box 4446, Houston, Texas 77210

(Current mailing address)

8. any and all purposes lawfully permitted including, but not limited to the
manufacture and sale of electrical lighting 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:

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

Victor Alfano

(Registered agent's signature) (Officer)

Victor Alfano, Asst. Secretary

(Type Name and Title of Officer)

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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

Director
~~Chairman~~: Ralph E. Jackson, Jr.

Address: 600 Travis, Suite 5800
Houston, TX 77002

Director
~~Vice Chairman~~: D. Bradley McWilliams

Address: 600 Travis, Suite 5800
Houston, TX 77002

Director: Diane K. Schumacher

Address: 600 Travis, Suite 5800
Houston, TX 77002

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

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

14. Karen E. Herbert. Secretary
(Typed or printed name and capacity of person signing application)

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

**Officers of
Cooper Lighting, Inc.**

1. R. Fritz Zeck, President
400 Bussee Road
Elk Grove Village, Illinois 60007
2. Randall B. Ammerman, Vice President
600 Travis, Suite 5800
Houston, Texas 77002
3. Terry A. Klebe, Vice President
600 Travis, Suite 5800
Houston, Texas 77002
4. E. Daniel Leightman, Vice President
600 Travis, Suite 5800
Houston, Texas 77002
5. Alan J. Hill, Treasurer
600 Travis, Suite 5800
Houston, Texas 77002
6. Stephen M. Kole, Assistant Treasurer
600 Travis, Suite 5800
Houston, Texas 77002
7. Karen E. Herbert, Secretary
600 Travis, Suite 5800
Houston, Texas 77002

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State of Delaware
Office of the Secretary of State

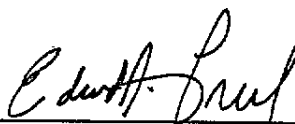
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COOPER LIGHTING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JANUARY, A.D. 1998.

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

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Edward J. Freel, Secretary of State

2825802 8300

AUTHENTICATION:

8878535

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DATE:

01-22-98