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F98000001938

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

000002382240--6

-12/24/97--01064--005

*****70.00 *****70.00

CORPORATION(S) NAME

Pacer Electronics, Inc.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Co.
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
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DIVISION OF CORPORATIONS
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WAT-28624
#4/1

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 24, 1997

CT CORP

SUBJECT: PACER ELECTRONICS, INC.
Ref. Number: W97000028624

We have received your document for PACER ELECTRONICS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 597A00060355

PACER ELECTRONICS, INC.

RESOLUTION OF BOARD OF DIRECTORS

I, Anthony J. Medaglia, Jr., Secretary of PACER ELECTRONICS, INC. do hereby certify that this Resolution of the Board of Directors of PACER ELECTRONICS, INC., a corporation duly organized and existing under the laws of the State of Delaware was duly adopted by unanimous Consent of the Board of Directors on January 2, 1998:

RESOLVED: That Pacer Electronics, Inc., a corporation organized and existing in the State of Delaware, hereby adopts the name "Pacer Tampa, Inc." to be used in connection with the qualification of the Corporation in the State of Florida.

Witness my hand and seal this 27th day of March, 1998.



Anthony J. Medaglia, Jr.
Secretary

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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. Pacer Electronics, 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. 04-3315122
(FEI number, if applicable)
4. March 26, 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 817.156, F.S.))
7. 112 Commerce Way, Woburn, Massachusetts 01801

(Current mailing address)
8. The sale and distribution of wire and cable 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: CT Corporation System

Office Address: 1200 South Pine Island Drive

Tallahassee, 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.

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Connie Bryan
(Registered agent's signature) (Officer)

Special Assistant Secretary, Connie Bryan
(Type Name and Title of Officer)

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: Michael F. Rosa

Address: 112 Commerce Way

Woburn, Massachusetts 01801

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

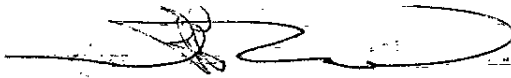
Address: _____

Treasurer: _____

Address: _____

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

13.



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

14. Michael F. Rosa, 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

**Directors of
Pacer Electronics, Inc.**

1. Michael F. Rosa
112 Commerce Way
Woburn, Massachusetts 01801
2. Domenic D. Rosa
112 Commerce Way
Woburn, Massachusetts 01801
3. Anthony J. Medaglia, Jr.
C/O Hutchins, Wheeler & Dittmar, 101 Federal Street
Boston, Massachusetts 02110
4. Thomas S. Roberts
600 Atlantic Avenue
Boston, Massachusetts 02110
5. Philip R. Cowen
580 Park Avenue
New York, New York 10021
6. Reuben Wasserman
112 Commerce Way
Woburn, Massachusetts 01801
7. Scott C. Collins
600 Atlantic Avenue
Boston, Massachusetts 02110

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

**Officers of
Pacer Electronics, Inc.**

1. Michael F. Rosa, President
112 Commerce Way
Woburn, Massachusetts 01801
2. Domenic D. Rosa, Treasurer
112 Commerce Way
Woburn, Massachusetts 01801
3. Anthony J. Medaglia, Jr., Secretary
C/O Hutchins, Wheeler & Dittmar, 101 Federal Street
Boston, Massachusetts 02110
4. David P. Kreisler, Asst. Secretary
C/O Hutchins, Wheeler & Dittmar, 101 Federal Street
Boston, Massachusetts 02110
5. Thomas S. Roberts, Vice President
600 Atlantic Avenue
Boston, Massachusetts 02110
6. William Mailler, Vice President
112 Commerce Way
Woburn, Massachusetts 01801

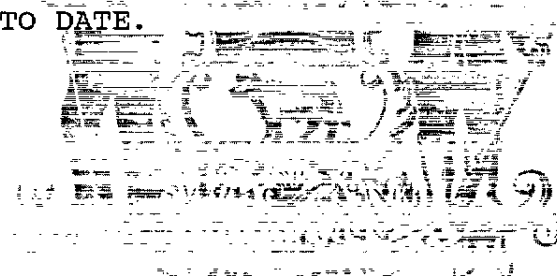
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PACER ELECTRONICS, 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 THIRTY-FIRST DAY OF MARCH, A.D. 1998.

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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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2606935 8300

9004054

981124312

03-31-98