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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-07/16/98-01090-001
*****78.75 *****78.75

SUBJECT: GEORGE S. EDWARDS CO., 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:

JOHN G. WILLOUGHBY

(Name of Person)

GEORGE S. EDWARDS CO., INC.

(Firm/Company)

P.O. BOX 1480

(Address)

CALERA, ALABAMA 35040

(City/State/Zip)

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DIVISION OF CORPORATIONS

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

JOHN G. WILLOUGHBY
(Name of Person)

at (205) 620-3006
(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

AFFIDAVIT OF JOHN G. WILLOUGHBY

STATE OF ALABAMA
SHELBY COUNTY

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Before me, the undersigned authority, in and for said county in said state, personally appeared JOHN G. WILLOUGHBY, who having first been duly sworn by me, deposes and says as follows:

1. My name is JOHN G. WILLOUGHBY. I am president of GEORGE S. EDWARDS, CO., INC. I am providing this information on behalf of GEORGE S. EDWARDS, CO., INC., an Alabama corporation ("the Corporation") of my personal knowledge obtained in serving since 1960 as an officer and a member of the board of directors of the Corporation.

2. The Corporation is engaged in soliciting and obtaining orders for the sale of industrial parts and equipment. All orders from customers in Florida require acceptance outside the State of Florida before they become contracts. In soliciting and obtaining orders, the Corporation functions in one of two separate ways.

3. One of the ways which the Corporation solicits and obtains orders, is as a distributor of industrial parts and equipment. Orders obtained in this way are accepted at the Corporation's home office in Saginaw, Alabama, and shipped to customers in interstate commerce from the Corporation's inventory maintained in the states of Alabama and Tennessee.

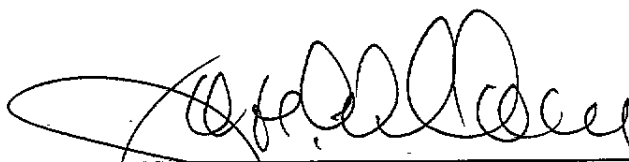
4. The other way in which the Corporation solicits and obtains orders, is as a manufacturer's representative. When functioning in this capacity the Corporation solicits and obtains orders on behalf of manufacturers it represents. All orders obtained in this way are accepted by the represented manufacturer, not the Corporation. The acceptance of the orders by the manufacturers occurs outside the State of Florida, before the orders become contracts.

When such orders are shipped by the manufacturers, the Corporation receives a commission on the contract.

5. The current activities of the Corporation in the State of Florida in soliciting and obtaining orders through its employees in the ways described in paragraphs 3. and 4. above began in 1986. The Corporation has filed and paid Florida income taxes, withholding taxes and contributions on employee's wages, and collected and remitted Florida sales taxes from 1986 to present.

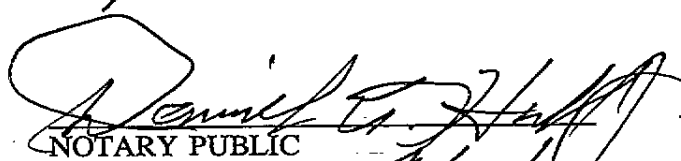
6. I give this affidavit in my capacity as President of GEORGE S. EDWARDS, CO., INC., for the purpose of the Corporation filing an "Application by Foreign Corporation for Authorization to Transact Business in Florida."

Further affiant sayeth not.


JOHN G. WILLOUGHBY, President
GEORGE S. EDWARDS, CO., INC.

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Subscribed and sworn to before me this 7th day of July, 1998.


NOTARY PUBLIC
My Commission expires: 7/12/2001

**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. GEORGE S. EDWARDS CO., 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. ALABAMA
(State or country under the law of which it is incorporated)
3. 63-0390817
(FEI number, if applicable)
4. 12/01/58
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 1986 - SEE AFFIDAVIT ATTACHED
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. BOX 1480

CALERA, ALABAMA 35040
(Current mailing address)
8. MANUFACTURER'S REP/SALES
(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: CT CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

CT CORPORATION SYSTEM

Dale Morris

(Registered agent's signature)

Dale Morris, Asst. 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.

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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: JOHN G. WILLOUGHBY

Address: 154 AIRPARK INDUSTRIAL ROAD
ALABASTER, AL 35007

Vice Chairman: DOUGLAS S. WILLOUGHBY

Address: 8530 BUTTONWOOD COVE
GERMANTOWN, TN 38139

Director: LOUISE W. INMAN

Address: 2127 STONE MOSS LANE
GRAPEVINE, TX 76051

Director: J. STEVE WILLOUGHBY

Address: 1616 HOMESTEAD TRAIL
ALPHARETTA, GA 30004

(CONTINUED ON ATTACHED SHEET)

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

President: JOHN G. WILLOUGHBY

Address: 154 AIRPARK INDUSTRIAL ROAD
ALABASTER, AL 35007

Vice President: _____

Address: _____

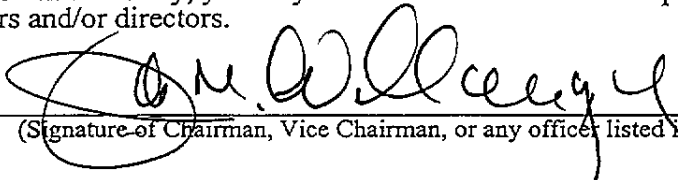
Secretary: BETTY B. WILLOUGHBY

Address: 154 AIRPARK INDUSTRIAL ROAD
ALABASTER, AL 35007

Treasurer: BETTY B. WILLOUGHBY

Address: 154 AIRPARK INDUSTRIAL ROAD
ALABASTER, AL 35007

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. JOHN G. WILLOUGHBY, PRESIDENT
(Typed or printed name and capacity of person signing application)

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George S. Edwards Co., Inc.

#63-0390817

Directors – page 2

Robert D. McWhorter SSN –
912 Van Avenue #1021
Daphne, AL 36526

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State of Alabama

Department of Revenue

Certificate of Good Standing *Domestic Corporation*

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I, Cynthia Underwood, Director of the Individual and Corporate Tax Division of the Alabama Department of Revenue, hereby certify that the records of said Alabama Department of Revenue show that, George F. Edwards Co Inc, a domestic corporation, incorporated in Jefferson County on December 1, 1958, has to date made all returns and paid all domestic corporation franchise tax and permit fee due as required by Sections(s) 40-14-22 and 40-14-40 Code of Alabama 1975, and is in good standing as a domestic corporation.

IN WITNESS WHEREOF, I hereunto set my hand this
date of July 6, 1998.

Cynthia Underwood

Director, Individual and Corporate Tax Division

ATTEST:

[Signature]

Secretary

