

F99000001925
Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

600002824006--1
-04/13/99--01057--001
*****650.00 *****650.00

600002824006--1
-03/30/99--01075--020
*****70.00 *****70.00

CORPORATION(S) NAME

Armstrong Distributors Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____ 03/30/99
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

File Second

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAR 30 PM 1:37

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 13 PM 2:41
P.C. 127-66



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

March 31, 1999

CT CORP

*Carl Edwards - client
(972) 497-5075*

SUBJECT: ARMSTRONG DISTRIBUTORS INC.

Ref. Number: W99000007713

We have received your document for ARMSTRONG DISTRIBUTORS 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:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 199A00016289

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

LENNOX International Inc.

Carl E. Edwards, Jr.
Executive Vice President
General Counsel and Secretary
Direct Dial: 972-497-5075

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APR 07 1999

CORPORATE OFFICES

P.O. BOX 799900
DALLAS, TEXAS 75379-9900
PHONE: 972-497-5000
LAW DEPT. FAX: 972-497-5268

Office of General Counsel
Department of State

March 31, 1999

Ms. Katherine Harris
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Hart Collins, Senior Corporate Section Administrator
Letter Number: 199A00016289

SUBJECT: ARMSTRONG DISTRIBUTORS INC.
Ref. Number: W99000007713

The date October 19, 1998 was listed on the Application by Foreign Corporation for Authorization Transact Business in Florida for the following reason:

On October 19, 1998, Armstrong Distributors Inc. (ADI) purchased Port Distributors Inc. (PDI). PDI has a location in Hollywood, Florida. Under Section 5.12 of the ADI/PDI Purchase Agreement, "promptly after the Closing, Seller and the Stockholders shall change the names of Seller and PDI Supply Inc., a Florida corporation, so that Buyer may use those names in its business." Seller did not comply with Section 5.12 despite numerous requests on the part of Buyer (ADI). We have just in the last few weeks resolved this matter with Seller evidenced by the Articles of Amendment of Port Distributor's, Inc. and PDI Supply, Inc. which accompanied our Application. As you will note, the Articles were not signed until March 18, 1999 and were not received in our office until March 29, 1999.

As you stated in your letter dated March 31, 1999, "pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the

Florida Department of State
Division of Corporations
March 31, 1999

year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00."

For the reason stated above, we respectfully request that you waive the penalty fees of \$1150.00 and accept our application to transact business in Florida as submitted.

Sincerely,

ARMSTRONG DISTRIBUTORS INC.

By: *Carl E. Edwards, Jr.*
Carl E. Edwards, Jr., Secretary

STATE OF TEXAS)
)
COUNTY OF DALLAS)

BEFORE ME, Lynette Burgess, a Notary Public in and for the State of Texas, on this day personally appeared Carl E. Edwards, Jr., Secretary of Armstrong Distributors Inc., a Delaware corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same on behalf of the corporation in his authorized capacity for the purposes and consideration therein expressed.

WITNESS MY HAND AND SEAL OF OFFICE this 31st day of March, 1999.

Lynette Burgess
Lynette Burgess
Notary Public in and for the State of Texas

My Commission Expires: 02-27-01





Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: April 9, 1999

RE: Armstrong Distributors, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1998 of \$150.00 and foreign non-qualified penalties for the same period of \$ 500.00 assessed at the statutory minimum of \$ 500.00 per year and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gtty


ASSISTANT SECRETARY'S CERTIFICATE

I, Anne W. Teeling, do hereby certify that I am the Assistant Secretary of Armstrong Distributors Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware; and, as such, am duly authorized to execute this Certificate on behalf of said Corporation.

Following is the resolution which was adopted by the Board of Directors of the Corporation on January 14, 1999, which said resolution has not been in anywise amended, annulled, rescinded, or revoked, and same is still in full force and effect.

RESOLVED, that Armstrong Distributors Inc., organized and existing in the State of Delaware, hereby adopts the name of "PDI Supply Inc." for use in the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 2nd day of February, 1999.


Anne W. Teeling, Assistant Secretary

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Armstrong Distributors 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. 74-2895411

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 8, 1998 5. perpetual

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

6. October 19, 1998

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.)

7. 421 Monroe St.

Bellevue, OH 44811

(Current mailing address)

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

8. (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: C T CORPORATION SYSTEM

Office Address: 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
(Registered agent's signature)

MICHAEL E. JONES
ASSISTANT SECRETARY

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 13 PM 2:4

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

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)

Carl E. Edwards, Jr. - Secretary

14. _____

(Typed or printed name and capacity of person signing application)

ARMSTRONG DISTRIBUTORS INC.

Directors

John W. Norris, Jr.	17121 Earthwind, Dallas, TX 75248
Michael G. Schwartz	4408 Autumn Ridge, Sandusky, OH 44870
Clyde Wyant	3101 Royal Ashdown, Plano, TX 75093

Officers

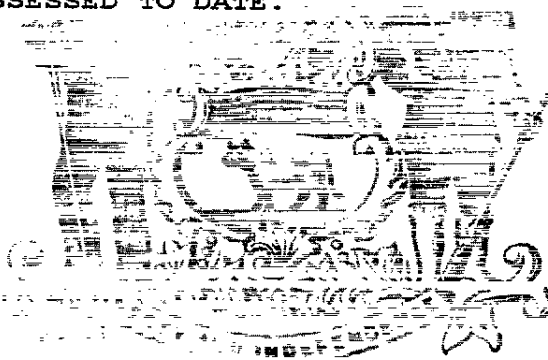
John W. Norris, Jr.	Chairman of the Board and Chief Executive Officer	17121 Earthwind Dallas, TX 75248
Michael G. Schwartz	President and Chief Operating Officer	4408 Autumn Ridge Sandusky, OH 44870
Clyde Wyant	Executive Vice President and Treasurer	3101 Royal Ashdown Ct. Plano, TX 75093
David A. Peters	Vice President, Sales & Marketing	417 Gateway Blvd. Huron, OH 44839
David L. Inman	Controller	1605 South Main St. Clyde, OH 43410
Carl E. Edwards, Jr.	Secretary	7510 Vista Ridge Ct. Garland, TX 75044
Anne W. Teeling	Assistant Secretary	9111 Arbor Park Dr. Dallas, TX 75243

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARMSTRONG DISTRIBUTORS 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 EIGHTEENTH DAY OF JANUARY, A.D. 1999.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 13 PM 2:41



Edward J. Freel

Edward J. Freel, Secretary of State

2953597 8300

991019728

AUTHENTICATION:

DATE:

9526031

01-18-99