



THE UNITED STATES  
CORPORATION  
COMPANY

F99000002978

ACCOUNT NO. : 072100000032

REFERENCE : 268048-010

AUTHORIZATION : Patricia Pigut

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ORDER DATE : June 9, 1999

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ORDER NO. : 268048-010

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CUSTOMER NO: 4321592

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

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
WILLAHASSEL, FLORIDA

FOREIGN FILINGS

NAME: SED INTERNATIONAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

File 2nd

CONTACT PERSON: Tamara Odom

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DIVISION OF CORPORATIONS  
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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. SED International, 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. Georgia  
(State or country under the law of which it is incorporated)
3. 22-2715445  
(FEI number, if applicable)
4. 11/3/98  
(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 817.155, F.S.)
7. 4916 North Royal Atlanta Drive  
Tucker, Georgia 30085  
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Georgia, and authorized under the laws of the State of Florida.  
(Purpose(s) of corporation authorized in home state or country to be carried out in 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.*

Nelsona 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.

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: Ray D. Risner

Address: 4916 North Royal Atlanta Drive

Tucker, Georgia 30085

Director: Cary Rosenthal

Address: 4916 North Royal Atlanta Drive

Tucker, Georgia 30085

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

President: Ray D. Risner

Address: 4916 North Royal Atlanta Drive

Tucker, Georgia 30085

Vice President: Larry G. Ayers

Address: 4916 North Royal Atlanta Drive

Tucker, Georgia 30085

Secretary: Larry G. Ayers

Address: 4916 North Royal Atlanta Drive

Tucker, Georgia 30085

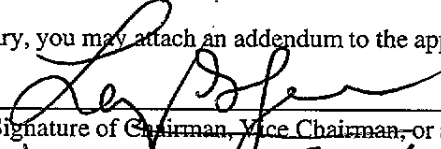
Treasurer: Larry G. Ayers

Address: 4916 North Royal Atlanta Drive

Tucker, Georgia 30085

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

13.  CTO

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

14. LARRY G. Ayers CTO

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

**ADDENDUM TO APPLICATION BY FOREIGN  
CORPORATION TO TRANSACT BUSINESS IN FLORIDA**

12.A. Directors (cont'd.):

Mark Diamond  
4916 North Royal Atlanta Drive  
Tucker, Georgia 30085

Joel Cohen  
4916 North Royal Atlanta Drive  
Tucker, Georgia 30085

Stewart Aaron  
4916 North Royal Atlanta Drive  
Tucker, Georgia 30085

12.B. Officers (cont'd.):

Chief Executive Officer:  
Gerald Diamond  
4916 North Royal Atlanta Drive  
Tucker, Georgia 30085

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**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

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LONG ALDRIDGE & NORMAN  
CAROL MCEWEN  
303 PEACHTREE ST., STE. 5300  
ATLANTA, GA 30308

**CERTIFICATE OF EXISTENCE**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**SED INTERNATIONAL, INC.**  
**A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



*Cathy Cox*

Cathy Cox —  
Secretary of State