

F99000005697



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 456373 4311859

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : November 2, 1999

ORDER TIME : 12:26 PM

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ORDER NO. : 456373-005

CUSTOMER NO: 4311859

CUSTOMER: Mr. Christian De Berardinis
Tory Haythe
237 Park Ave.
20th Floor
New York, NY 10017-3142

FOREIGN FILINGS

NAME: HARDWARE CORPORATION OF
AMERICA (PENSACOLA), INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

TK
11/3/99

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99 NOV -3 PM 1:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. Hardware Corporation of America (Pensacola), 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. To be obtained.

(FEI number, if applicable)

4. October 25, 1999

(Date of incorporation)

5. Perpetual

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

6. Upon Filing.

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

7. 5454 Wisconsin Avenue, Suite 1510, Chevy Chase, Maryland 20815

(Current mailing address)

To engage in any lawful act or activity for which a corporation may transact business under the laws of the General Corporation Act of the

8. 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.

Corporation Service Company

By: *James R. Duff*

(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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See rider/attachment.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See rider/attachment.

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. Charles B. Hughes III, Secretary

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

**RIDER/ATTACHMENT TO
APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS IN FLORIDA**

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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)

Director:	Hollis S. McLoughlin
Address:	5454 Wisconsin Avenue, Suite 1510, Chevy Chase, Maryland 20815

B. OFFICERS (Street Address only – P.O. Box NOT acceptable)

President:	Hollis S. McLoughlin
Address:	5454 Wisconsin Avenue, Suite 1510, Chevy Chase, Maryland 20815
Vice President:	Julie A. Plati
Address:	5454 Wisconsin Avenue, Suite 1510, Chevy Chase, Maryland 20815
Secretary:	Charles B. Hughes III
Address:	237 Park Avenue, 20 th Floor, New York, New York 10017
Assistant Secretary:	Linda S. Eliopoulos
Address:	237 Park Avenue, 20 th Floor, New York, New York 10017

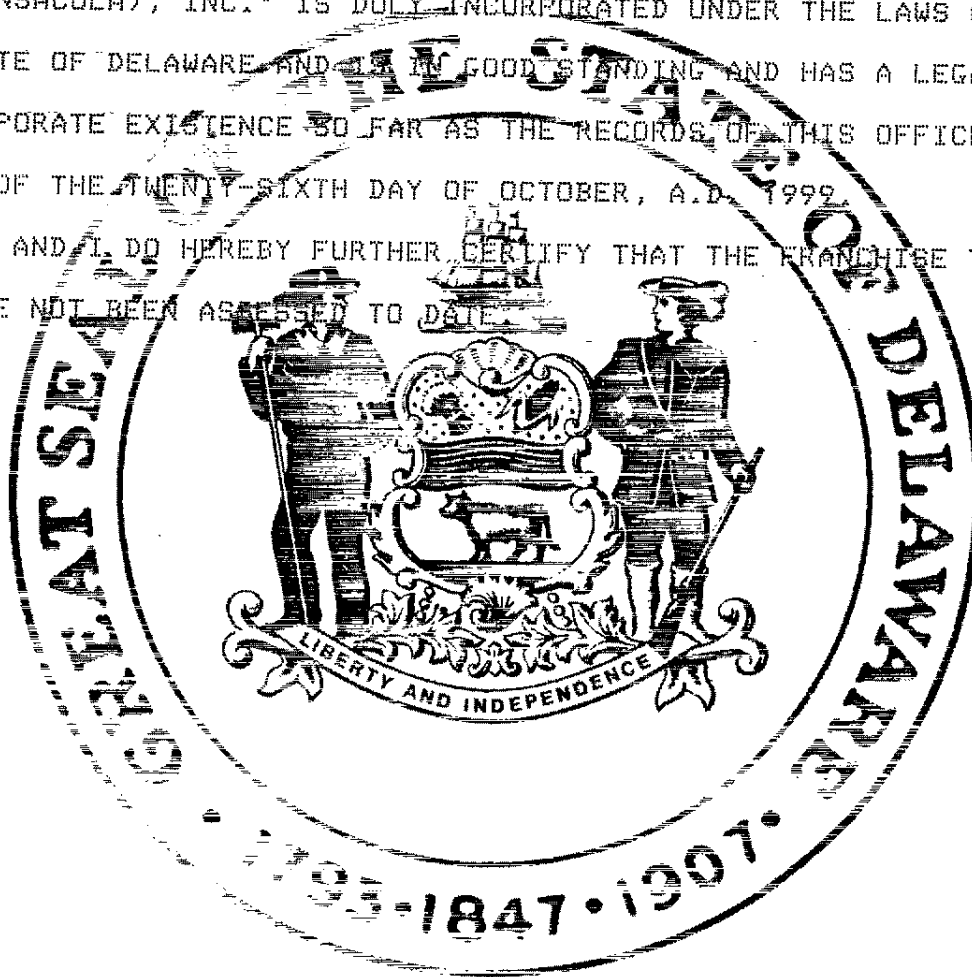
State of Delaware
Office of the Secretary of State

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DIVISION OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HARDWARE CORPORATION OF AMERICA (PENSACOLA), 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-SIXTH DAY OF OCTOBER, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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10-26-99