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August 9, 2001

12046.74

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-08/10/01--01067--010
****125.00 ****125.00

Re: Palmetto Appliance Distributing, LLC, a Mississippi limited liability company

Dear Registration Section:

Please find enclosed the following documents for the above-referenced entity:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Original Certificate of Existence from the Mississippi Secretary of State; and
4. Check in the amount of \$125.00 for filing and designation of registered agent.

Please process the foregoing application at your earliest convenience, and **return a letter of acknowledgment to me at the address listed above.** If you have any questions or need any more information, please contact me at (601) 360-9361.

Sincerely,

PHELPS DUNBAR LLP



Bridgforth R. Rutledge

Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Palmetto Appliance Distributing, LLC
(Name of foreign limited liability company)
2. Mississippi 3. 62-1859377
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 06/21/2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 10/01/2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 111 Front Street, Greenwood, MS 38930
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

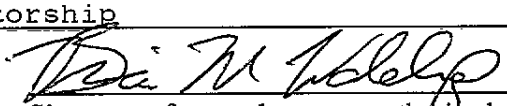
9. The name and usual business addresses of the managing members or managers are as follows:

Fred E. Carl, Jr., 111 Front St., Greenwood, MS 38930

Brian M. Waldrop, 111 Front St., Greenwood, MS 38930

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Appliance
distributorship


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Brian M. Waldrop, Manager/Secretary

Typed or printed name of signer

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Palmetto Appliance Distributing, LLC

2. The name and the Florida street address of the registered agent and office are:

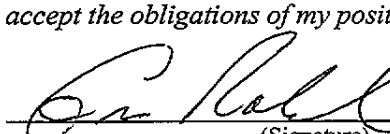
Frank Robichaud
(Name)

2481 Principal Row, Suite 700

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Orlando FL 32837
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

PALMETTO APPLIANCE DISTRIBUTING, LLC

Formed June 21, 2001

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said Limited Liability Company is located at:

111 FRONT ST
GREENWOOD MS 38930

and that the registered agent at that address is:

FRED E CARL JR

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.



Given under my hand
and seal of office
July 20, 2001

A cursive handwritten signature that reads "Eric Clark".

ERIC CLARK,
Secretary of State