

M03000000280

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700010112987

RECEIVED
03 JAN 23 AM 10:34
DIVISION OF CORPORATION

FILED
03 JAN 23 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 867680 5034981
AUTHORIZATION : *Patricia Piggett*
COST LIMIT : \$ 125.00

03 JAN 23 PM 1:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 20, 2002
ORDER TIME : 9:59 AM
ORDER NO. : 867680-400
CUSTOMER NO: 5034981

CUSTOMER: Ms. Lisette Luaces
Watsco, Inc.
Suite 901
2665 South Bayshore Drive
Coconut Grove, FL 33133

FOREIGN FILINGS

NAME: BAKER DISTRIBUTING COMPANY LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

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

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

03 JUN 23 PM 1:46 FILED
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

- 1. BAKER DISTRIBUTING COMPANY LLC
(Name of foreign limited liability company)
- 2. DE
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 59-2246824
(FEI number, if applicable)
- 4. 12-27-02
(Date of Organization)
- 5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. 1/1/2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 10 Watsco, Inc.
2665 SOUTH BAYSHORE DRIVE, SUITE 901, COCONUT GROVE, FL 33133
(Street address of principal office)

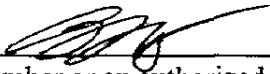
8. If limited liability company is a manager-managed company, check here

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

- BARRY S. LOGAN, 2665 SOUTH BAYSHORE DRIVE, SUITE 901, COCONUT GROVE, FL 33133
- ANA M. MENENDEZ, 2665 SOUTH BAYSHORE DRIVE, SUITE 901, COCONUT GROVE, FL 33133

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: DISTRIBUTION OF HAVAC PARTS AND SUPPLIES


 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.)
Barry S Logan
 Typed or printed name of signee

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

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

03 JUN 23 PM 1:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

BAKER DISTRIBUTING COMPANY LLC

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

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(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.

Deborah D. Skipper Deborah D. Skipper
(Signature) Asst. V. Pres.

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

Delaware

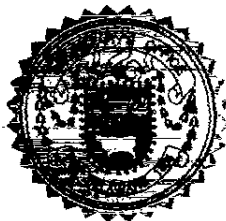
The First State

03 JUN 23 PM 1:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
PAGE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAKER DISTRIBUTING COMPANY LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BAKER DISTRIBUTING COMPANY LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2002.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3608448 8300

AUTHENTICATION: 2215915

030042089

DATE: 01-22-03