

M03 00000 1388

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

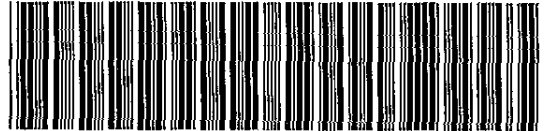
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DEPT. OF REVENUE  
DIVISION OF CORPORATE & PROFESSIONAL REGULATIONS  
TALLAHASSEE, FLORIDA

03 MAY -1 PM 4:34

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M03-1388  
*[Signature]*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 MAY -1 PM 8:23

FILED



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 071386 5034981  
AUTHORIZATION : *Patricia Pigato*  
COST LIMIT : \$ 125.00

ORDER DATE : April 28, 2003  
ORDER TIME : 3:36 PM  
ORDER NO. : 071386-015  
CUSTOMER NO: 5034981  
CUSTOMER: Ms. Lisette Luaces  
Watsco, Inc.  
Suite 901  
2665 South Bayshore Drive  
Coconut Grove, FL 33133

FOREIGN FILINGS

NAME: TCS DISTRIBUTORS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY -1 AM 8:29

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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. TCS Distributors LLC  
(Name of foreign limited liability company)

2. Delaware 3. 86-1056043  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 03/26/2003 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 04/01/2003  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 317 S. NORTH LAKE BLVD, SUITE 1024  
ALTAMONTE SPRINGS, FL 32701  
(Street address of principal office)

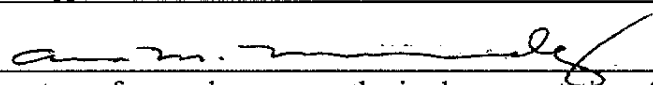
8. If limited liability company is a manager-managed company, check here

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

c/o Watsco, Inc. 2665 S. 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  
equipment, 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.)

Ana M. Menendez  
\_\_\_\_\_  
Typed or printed name of signee

FILED  
MAY - 1 PM 8:29  
SECRETARY OF STATE  
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:

TCS Distributors 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)

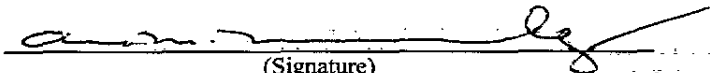
Tallahassee

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.*



(Signature)

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 MAY - 1 1M 8:29

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TCS Distributors LLC  
Federal EIN 86-1056043

**Listing of Managers and Officers**

<u>Name</u>	<u>Position</u>	<u>Manager</u>	<u>Address</u>
Logan, Barry S.	Vice President, Secretary	Yes	2665 S. Bayshore Drive, Suite 901, Coconut Grove, FL 33133
Menendez, Ana M.	Vice President, Assistant Secretary	Yes	2665 S. Bayshore Drive, Suite 901, Coconut Grove, FL 33133
Lendino, Al	President	No	317 S. North Lake Blvd, Suite 1024, Altamonte Springs, FL 32701
De Jesus, Michael	Vice President, Treasurer	No	317 S. North Lake Blvd, Suite 1024, Altamonte Springs, FL 32701

# Delaware

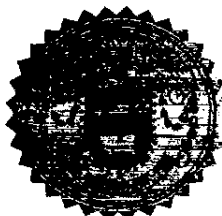
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TCS DISTRIBUTORS 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-EIGHTH DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TCS DISTRIBUTORS LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 2003.

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

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AUTHENTICATION: 2386329

DATE: 04-28-03