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June 16, 1997

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: GBS Distribution, LLC

400002217984--6
-06/20/97--01017--001
*****285.00 *****285.00

Gentlemen:

In order to qualify the above referenced Virginia Limited Liability Company in Florida, please find enclosed one original and one copy of each of the following:

- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
- Certificate of Designation of Registered Agent/Registered Office
- Affidavit of Membership and Contributions of Foreign Limited Liability Company
- Certificate of Existence for GBS Distribution, LLC issued by the Commonwealth of Virginia and dated May 20, 1997
- a check for \$285.00 to cover filing fees

Please expedite filing these documents as we would like an effective date as soon as possible. Please also date stamp and return the enclosed copies in the envelope we've provided. If you have any questions, please call me. Thank you.

Sincerely,

Margaret Reynolds Rush

Margaret Reynolds Rush
Corporate Paralegal

Name	6/20/97
Availability	dec
Document	DCC
cc	/mrr
Enclosures	
cc:	Mr. George B. Sowers, III A. Brent King, Esquire
Ackno.	03/20/97
W. P. Verifier	

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DIVISION OF CORPORATIONS
97 JUN 20 PM 1:00

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**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:**

1. GBS DISTRIBUTION, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present.)
2. Virginia
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. applied for
(FEI number, if applicable)
4. May 5, 1997
(Date of Organization)
5. 2050
(Duration: Year limited liability company will cease to exist
or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 507 Branchway Road
Richmond, VA 23236
(Street address of principal office)
8. Name(s) and business address(es) of managing member(s) or manager(s) who will
manage the foreign limited liability company in Florida: (attach additional page if necessary)

<u>George B. Sowers, Jr.</u>	<u>George B. Sowers, III</u>
<u>515 NW Enterprise Dr.</u>	<u>515 NW Enterprise Dr.</u>
<u>Port St. Lucie, FL 34986</u>	<u>Port St. Lucie, FL 34986</u>
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**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: GBS DISTRIBUTION, LLC

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

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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.

C T CORPORATION SYSTEM

Kevin J. Gallagher

(Signature)

Kevin J. Gallagher
Assistant Secretary

(Title)

5/20/97

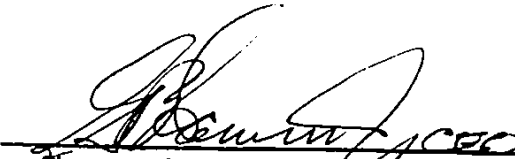
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
GBS DISTRIBUTION, LLC _____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0.00 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,000.00 . This total includes amounts from 2 and 3 above.



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

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Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

a Virginia Limited Liability Company certificate was filed in this office on May 05, 1997 by GBS DISTRIBUTION, LLC.

a certificate of cancellation has not been filed in this office by GBS DISTRIBUTION, LLC.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: May 20, 1997

William J. Bridge

William J. Bridge, Clerk of the Commission