



THE UNITED STATES  
CORPORATION  
COMPANY

M97000000441

ACCOUNT NO. : 072100000032

REFERENCE : 469322 4307052

AUTHORIZATION :

*Patricia P. Pitt*

COST LIMIT : \$ 293.75

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 JUL 24 PM 12:57

ORDER DATE : July 21, 1997

ORDER TIME : 9:19 AM

ORDER NO. : 469322-010

CUSTOMER NO: 4307052

CUSTOMER: Vera Penev, Legal Assistant  
Ungaretti & Harris  
Three First National Plaza  
Suite #3500  
Chicago, IL 60602

800002246398--0

FOREIGN FILINGS

NAME: BROOKWOOD MERIDIAN CO., L.L.C

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

*BK*  
*7/24/97*

RECEIVED  
97 JUL 24 AM 10:50

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:

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1. Brookwood Meridian Co., L.L.C.

(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. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. \_\_\_\_\_  
(FEI number, if applicable)

4. June 25, 1997  
(Date of Organization)

5. December 31, 2047  
(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 817.165, F.S.)

7. 55 Tozer Road  
Beverly, Massachusetts 01915  
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members.  
(attach additional page if necessary)

NAME AND ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Thomas N. Trkla</u>	<u>MGRM</u>	<u>Joel A. Mael</u>	<u>MGRM</u>
<u>55 Tozer Road</u>		<u>1370 Avenue of the Americas</u>	
<u>Beverly, Massachusetts</u>		<u>Suite 2001</u>	
<u>01915</u>		<u>New York, New York 10019</u>	
<u>Thomas W. Brown</u>	<u>MGRM</u>		
<u>55 Tozer Road</u>			
<u>Beverly, Massachusetts</u>			
<u>01915</u>			

Filing Fee: \$ 52.50 for Application

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

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The undersigned member or authorized representative of a member of Brookwood Meridian Co., L.L.C.  
\_\_\_\_\_ 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-  
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is \$ -0-  
This total includes amounts from 2 and 3 above.

5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000.00

✓ 

Thomas N. Trkla, Member  
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.)

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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1. The name of the limited liability company is: Brookwood Meridian Co., L.L.C.

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

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box or Mail Drop Box **NOT** acceptable)

Tallahassee, Florida 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.***

By: Patricia Cosentino Christ

(Signature)

July 23, 1997

(Date)

Notice is hereby given that the undersigned, a corporation incorporated under the laws of Delaware, desiring to engage in business at 4515 Oak Fair Boulevard, #100 in the City of Tampa, County of Hillsborough, State of Florida, under the fictitious name of Worldwide Electrical Sales, Inc., hereby advertises its intention to register said name with the Secretary of State of the State of Florida.

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HOUSTON WIRE & CABLE COMPANY

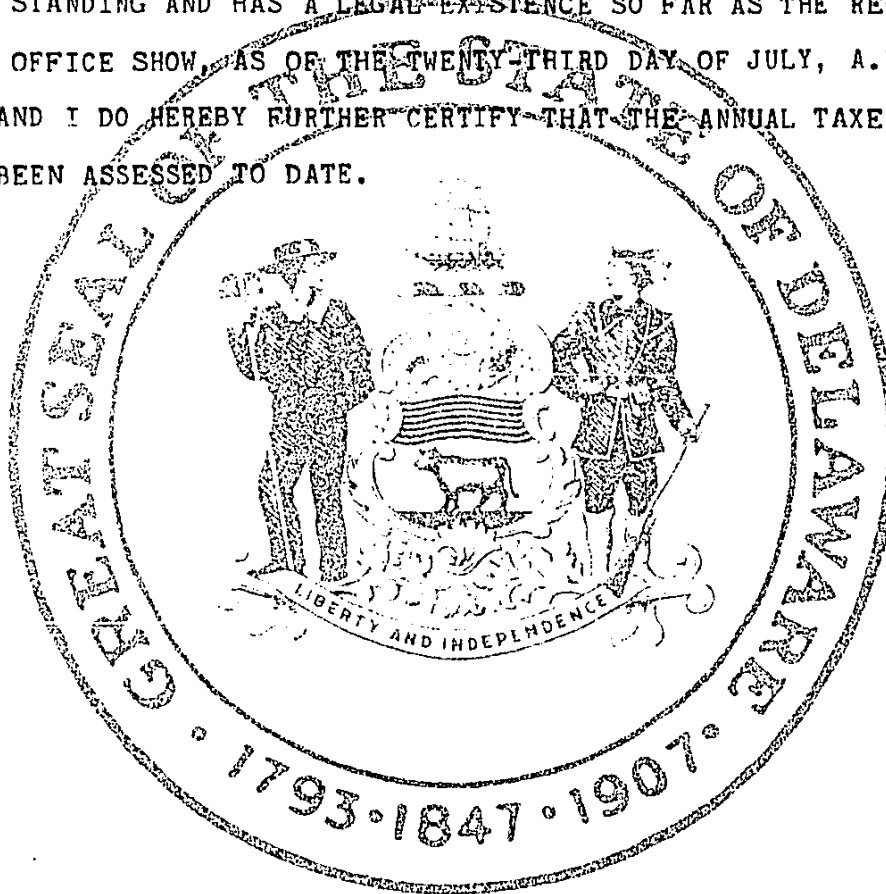
By:

Richard A. Lobo  
Richard A. Lobo, Vice President

*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKWOOD MERIDIAN CO., L.L.C." 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-THIRD DAY OF JULY, A.D. 1997. AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 97 JUL 23 PM 12:58



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8571714

DATE:

07-23-97