

m98000000110

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: EFFICIENT DISTRIBUTION SYSTEMS, L.L.C.
(Name of corporation - must include suffix)

000002414800--9
-01/28/98--01082--001
****131.25 ****131.25

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

000002414800--9
-02/10/98--01019--022
****162.50 ****162.50

DRAKE COLLINS

(Name of Person)

EFFICIENT DISTRIBUTION SYSTEMS, L.L.C.

(Firm/Company)

868 BLANDING BOULEVARD

(Address)

ORANGE PARK, FLORIDA 32073

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB - 6 PM 12:20

Should you need to call someone concerning this matter, please call:

Name KEVIN KREUTZACK
Availability 1/29/98
(Name of Person)

at (732) 828-5656 ext 113
(Area Code & Daytime Telephone Number)

Document Examiner DCC

Updater COURIER ADDRESS:

Updater Qualification/Tax Lien Sec.
Verifier Division of Corporations

Acknowledged 109 E. Gaines St.
Tallahassee, FL 32399

W. P. Verifier DCC

MAILING ADDRESS: ed. su

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

BALANCE DUE
REFUND

W98000002098

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(Carra for I)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 29, 1998

DRAKE COLLINS
868 BLANDING BOULEVARD
ORANGE PARK, FL 32073

SUBJECT: EFFICIENT DISTRUBUTION SYSTEMS, LLC
Ref. Number: W98000002098

We have received your document for EFFICIENT DISTRUBUTION SYSTEMS, LLC and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

We are returning the attached document because you have completed the wrong application. Please complete the attached form and return it to our office with the additional filing fee requirements.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 098A00005162

**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. EFFICIENT DISTRIBUTION SYSTEMS, 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.)
2. NEW HAMPSHIRE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 02-0495070
(FEI number, if applicable)
4. 11-4-97
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. FEB 2, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 868 BLANDING BOULEVARD
ORANGE PARK FLORIDA 32073
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>DOUG GOFORTH</u>	<u>PRESIDENT</u>	<u>FRANK FINGER</u>	<u>V-PRESIDENT</u>
<u>259 South Road</u>		<u>19 Point of Woods Drive</u>	
<u>RYE BEACH, N.H. 03871</u>		<u>NORTH BRUNSWICK, N.J. 08902</u>	
<u>Anthony ARICO JR</u>	<u>SEC./TREAS</u>		
<u>1 Peppermint Hill Road</u>			
<u>NORTH BRUNSWICK, N.J.</u>			
<u>08902</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB - 6 PM 1:30

**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:

EFFICIENT DISTRIBUTION SYSTEMS, L.L.C.

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

DRAKE COLLINS

(Name)

868 BLANDING BOULEVARD

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

ORANGE PARK

FL

32073

City/State/Zip

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 PM 12:20

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.

Drake Collins

(Signature)


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 EFFICIENT
DISTRIBUTION SYSTEMS, L.L.C. certifies:

- 1) the above named limited liability company has at least two members;
WHOLESALE RADIATOR WAREHOUSE, INC. &
AUTO RADIATOR SALES, INC.
- 2) the total amount of cash contributed by the member(s) is \$ 1000
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1000
(This total includes amounts from 2 and 3 above.)

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DIVISION OF CORPORATIONS
8 FEB - 6 PM 120



Signature of a member or an 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.)

FRANK Finger

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

State of New Hampshire
Department of State

CERTIFICATE OF EXISTENCE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that EFFICIENT DISTRIBUTION SYSTEMS, L.L.C. is a New Hampshire limited liability company formed on November 4, 1997. I further certify that all fees required by the Secretary of State's office have been received and that a certificate of cancellation has not been filed.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB - 6 PM 12: 21

IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 5th day of November, A.D. 1997

William M. Gardner

William M. Gardner
Secretary of State

