

m98000000585

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

100002552061--9  
-06/09/98--01001--026  
\*\*\*\*250.00 \*\*\*\*250.00

100002552061--9  
-06/09/98--01001--027  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Graybar Financial Services LLC

☐ Profit  
☐ NonProfit  
☒ Limited Liability Co.  
☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership  
☐ Reinstatement

☐ Annual Report  
☐ Name Registration  
☐ Fictitious Name

☐ Other  
☐ Change of P.R.A.  
☐ UCC

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready  
☒ Walk In  
☐ Mail Out

☐ Call if Problem  
☐ Will Wait

☐ After 5:30 PM  
☒ Pick Up

Name  
Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

JUN 01 1998

Thanks,  
Jeff

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Same as  
F94000002390


# GRAYBAR . FINANCIAL . SERVICES

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## CONSENT TO USE NAME

Graybar Financial Services, Inc., a Missouri corporation, hereby (a) certifies that it is one of the members of Graybar Financial Services LLC, a Delaware limited liability company (the "Company"), and (b) consents to the Company's use of the name "Graybar Financial Services".

GRAYBAR FINANCIAL SERVICES, INC.

By: 

Print Name: T. F. Dowd

Print Title: Vice President

Dated: May 19, 1998

(SEAL)

**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. Graybar Financial Services 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. Delaware 3. 04-3420237  
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)  
company is organized)

4. March 9, 1998 5. Perpetual  
(Date of Organization) (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. 550 Cochituate Road, Framingham, MA 01701

(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:
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SEE ATTACHED LIST

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DIVISION OF CORPORATIONS  
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## OFFICERS OF GRAYBAR FINANCIAL SERVICES LLC

NAME AND ADDRESS	TITLE	
* Mark J. Kelly 550 Cochituate Road Framingham, MA 01701	President	*Manager
Eric McGriff 550 Cochituate Road Framingham, MA 01701	Vice President	
* Kerry E. Smith 550 Cochituate Road Framingham, MA 01701	Vice President and Secretary	*Manager
* Jim Ertle 34 North Meramec Avenue St. Louis, MO 63177	Vice President	*Manager
Mark Brower 44 Whippany Road Morristown, NJ 07962-1983	Vice President - Taxes	
Glen Votek 44 Whippany Road Morristown, NJ 07962-1983	Treasurer	
Kathleen Beck 44 Whippany Road Morristown, NJ 07962-1983	Assistant Treasurer	
* Thomas Dowd 34 North Meramec Avenue St. Louis, MO 63177	Assistant Secretary	*Alternate Manager
* Robert J. McCarthy 550 Cochituate Road Framingham, MA 01701	Assistant Secretary	* Alternate Manager
Barry Smith 550 Cochituate Road Framingham, MA 01701	Assistant Secretary	

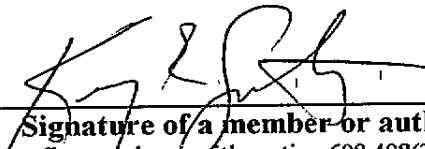
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# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Graybar Financial  
Services LLC certifies:

- 1) the above named limited liability company has at least two members;      yes
- 2) the total amount of cash contributed by the member(s) is      \$ 100.00 ;
- 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.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is      not certain at this time  
(This total includes amounts from 2 and 3 above.)

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\_\_\_\_\_  
**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.)

\_\_\_\_\_  
Kerry E. Smith

\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

**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: Graybar Financial Services LLC

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

C T CORPORATION SYSTEM  
(Name)

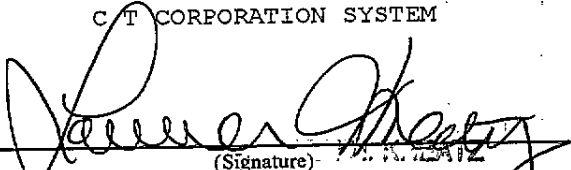
c/o C.T CORPORATION, 1200 South Pine Island Road,  
(P.O. Box not acceptable)

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

  
(Signature)  
SPECIAL ASST. SECRETARY

5/29/98  
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

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

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRAYBAR FINANCIAL SERVICES 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 FOURTEENTH DAY OF MAY, A.D. 1998.

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

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*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION:

9081349

DATE:

05-14-98

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