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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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Corporation(s) Name

Sunbelt Marketing Investment Corp.

RECEIVED
00 FEB - 7 PM 1:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
SECRETARY OF STATE
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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merge |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Ch. RA |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
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Jeffrey Butterfield

Thank You!

2/7
BK
2/7/00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED STATE SECRETARY OF CORPORATIONS
00 FEB -7 PM 4:42
DIVISION OF CORPORATIONS

1. Sumbelt Marketing Investment Corp.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Georgia 3. 58-1259105
(State or country under the law of which it is incorporated) (FEI number, if applicable)


4. 5/13/1976 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 610 Waterfront Drive
Atlanta, GA 30201
(Current mailing address)

8. Sales and marketing of plumbing and fire protection supplies and products and related products
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (.O. Box or Mail Drop Box NOT acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
CT Corporation System

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)
FLO19 - 9/2/99 CT System Online

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DIVISION OF CORPORATIONS
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See Attached List

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See Attached List

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John J. Scroggin, Assistant Secretary
(Typed or printed name and capacity of person signing application)

OFFICERS OF SUNBELT MARKETING INVESTMENT CORP.

1. **JOHN S. GILLFILLAN - CHAIRMAN OF THE BOARD**
610 WATERFRONT DRIVE
ATLANTA, GEORGIA 30201
2. **THOMAS M. MENELEE - PRESIDENT**
610 WATERFRONT DRIVE
ATLANTA, GEORGIA 30201
3. **KENNETH A. PRAGER - VICE PRESIDENT**
610 WATERFRONT DRIVE
ATLANTA, GEORGIA 30201
4. **KENNETH A. PRAGER - TREASURER**
610 WATERFRONT DRIVE
ATLANTA, GEORGIA 30201
5. **KENNETH A. PRAGER - SECRETARY**
610 WATERFRONT DRIVE
ATLANTA, GEORGIA 30201
6. **JOHN J. SCROGGIN - ASSISTANT SECRETARY**
647 MIMOSA BOULEVARD
ROSWELL, GEORGIA 30075

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DIRECTORS OF SUNBELT MARKETING INVESTMENT CORP.

1. **JOHN S. GILLFILLAN
610 WATERFRONT DRIVE
ATLANTA, GEORGIA 30201**
2. **THOMAS M. MENELEE
610 WATERFRONT DRIVE
ATLANTA, GEORGIA 30201**
3. **KENNETH A. PRAGER
610 WATERFRONT DRIVE
ATLANTA, GEORGIA 30201**
4. **SIEGLINDE K. GILLFILLAN
610 WATERFRONT DRIVE
ATLANTA, GEORGIA 30201**
5. **PAMELA MENELEE
610 WATERFRONT DRIVE
ATLANTA, GEORGIA 30201**
6. **DICK FOGARTY
10 GARDEN VILLAGE
468 KINGSTOWN ROAD
WAKEFIELD, RI 02879**
7. **DAVID GOODING
DAVID GOODING, INC.
711 JOHN MAHER HIGHWAY
BRAintree, MA 02184**

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DIVISION OF CORPORATIONS
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Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 000350030
CONTROL NUMBER : J114725
DATE INC/AUTH/FILED: 05/13/1976
JURISDICTION : GEORGIA
PRINT DATE : 02/04/2000
FORM NUMBER : 211

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DIVISION OF CORPORATIONS
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CT CORPORATION SYSTEM
JOEL MOERSCHEL
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

SUNBELT MARKETING INVESTMENT CORP.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox

Cathy Cox
Secretary of State