

F9800000013810



ACCOUNT NO. : 072100000032

REFERENCE : 877049 4320229

AUTHORIZATION

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : July 1, 1998

ORDER TIME : 10:31 AM

ORDER NO. : 877049-010

CUSTOMER NO: 4320229

CUSTOMER: Tammy Thomas, Legal Assistant
Kilpatrick Stockton, Llp
Suite 2800
1100 Peachtree Street
Atlanta, GA 30309

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DIVISION OF CORPORATION
98 JUL 1 AM 11:31
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FOREIGN FILINGS

NAME: PAMECO CORPORATION

400002577524--4

W98-15226

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

RECEIVED
98 JUL - 1 AM 11:23
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

98 JUL -5 AM 10:38
DIVISION OF CORPORATIONS

July 2, 1998

CSC

SUBJECT: PAMECO CORPORATION
Ref. Number: W98000015226

RESUBMIT

Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 498A00035967

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DIVISION OF CORPORATIONS

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:

1. PAMECO CORPORATION
(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
(State or country under the law of which it is incorporated)
3. 51-0287654
(FEI number, if applicable)
4. 03/24/97
(Date of Incorporation)
5. PERPETUAL
(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. 1000 CENTER PLACE, NORCROSS, GA 30093
(Current mailing address)

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8. WHOLESALE DISTRIBUTION OF HEATING VENTILATION AIR CONDITIONING AND REFRIGERATION EQUIPMENT
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

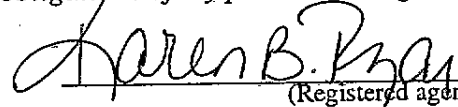
Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

 **Karen B. Rozar, As Its Agent**
(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)

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Mary M McCullay
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MARY M McCullay TREASURER / ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)



DIRECTORS

James R. Balkcom Jr.	Chairman	1000 Center Place Norcross, GA 30093
Richard Bearse		1000 Center Place Norcross, GA 30093
G. Thomas Braswell		1000 Center Place Norcross, GA 30093
Michael H. Bulkin		1000 Center Place Norcross, GA 30093
Earl Dolive		1000 Center Place Norcross, GA 30093
Gerald V. Gurbacki		1000 Center Place Norcross, GA 30093
H. Whitney Wagner		1000 Center Place Norcross, GA 30093
Thomas G. Weld		1000 Center Place Norcross, GA 30093

OFFICERS

Gerald V. Gurbacki	Chief Executive Officer	1000 Center Place Norcross, GA 30093
Theodore R. Kallgren	Chief Financial Officer, VP, & Secretary	1000 Center Place Norcross, GA 30093
Mary M. McCulley	Treasurer & Assistant Secretary	1000 Center Place Norcross, GA 30093

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DIVISION OF CORPORATIONS
JUL 11 11:31 AM '93

Secretary of State

Corporations Division

Suite 315, West Tower

2 Martin Luther King Jr., Dr.

Atlanta, Georgia 30334-1530

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DATE INC/AUTH/FILED : 03/24/1997
JURISDICTION : GEORGIA
PRINT DATE : 06/15/1998
FORM NUMBER : 211

KILPATRICK STOCKTON LLP
TAMMY D. THOMAS
1100 PEACHTREE ST, STE 2800
ATLANTA GA 30309

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

PAMECO CORPORATION 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.

Lewis A. Massey

LEWIS A. MASSEY
SECRETARY OF STATE

