

FOX-ROWDEN-SMITH, INC.

FOX-ROWDEN-MCBRAYER, INC. amend 7-18-83

May 22nd, 1969

DeKalb County

Wilfred V. Fox, Robert R. Rowden, Lamar T. Smith

Max. 10,000 Shares com. @ \$10.00 Each. Paid in \$1,000.00

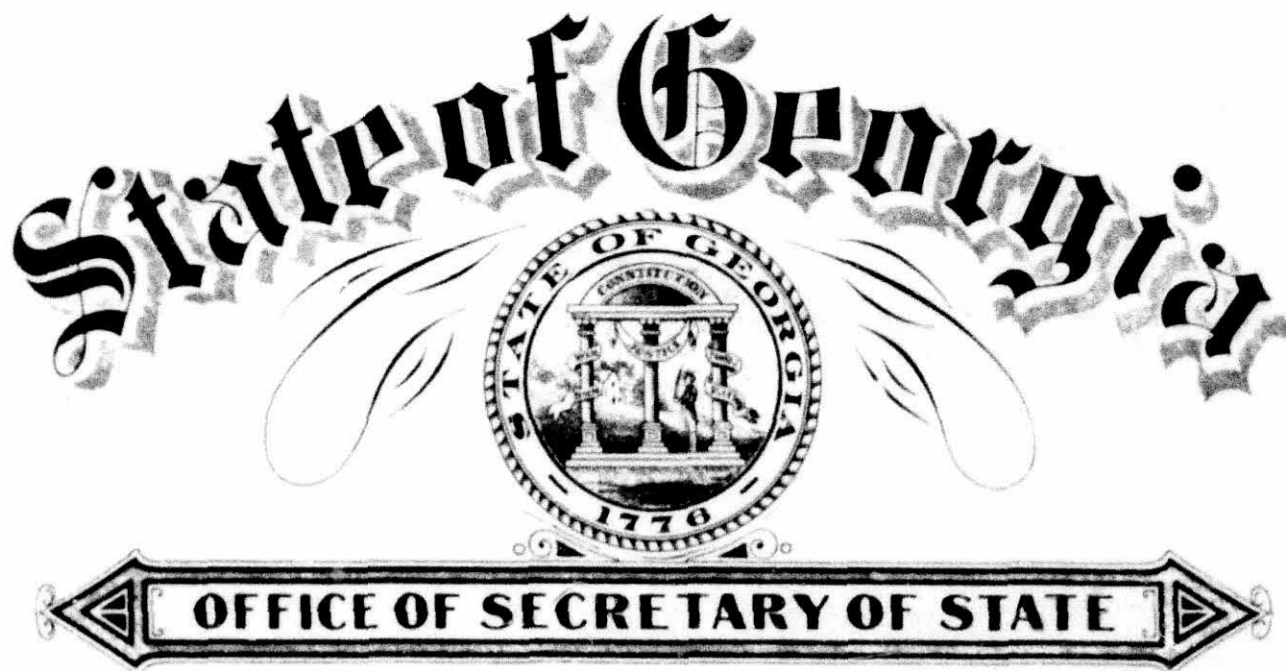
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DUPLICATE



I, Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

"FOX-ROWDEN-SMITH, INC."

was on the 22nd day of May, 1969 ,
duly incorporated under the laws of the State of Georgia by the Superior Court of
DeKalb County for a period of perpetual years
from said date, in accordance with the certified copy hereto attached, and that the original
articles of incorporation of said corporation has been duly filed in the office of the
Secretary of State and the fees therefor paid, provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and affixed the seal of office, at the Capitol, in the City of
Atlanta, this 22nd day of May, in the year
of our Lord One Thousand Nine Hundred and Sixty
Nine and of the Independence of the United States
of America the One Hundred and ninety-third.

Ben M. Fortson Jr.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

ARTICLES OF INCORPORATION OF

FOX-ROWDEN-SMITH, INC.

I.

The name of the corporation is:

FOX-ROWDEN-SMITH, INC.

II.

The corporation shall have perpetual duration.

III.

The corporation is organized for the purpose of conducting a business as manufacturers agents for the sale of all types of electrical supplies, fixtures, motors and all types of electrical products for electrical construction and electrical uses and to conduct any other form of business which shall be lawful under the Georgia Business Corporation Code.

IV.

The corporation shall have authority to issue not more than 10,000 shares of common stock at \$10.00 par value.

V.

The corporation shall not commence business until it shall have received not less than \$1,000.00 in payment for the issuance of shares of stock.

VI.

The initial registered office of the corporation shall be at

1603 Chateau Drive
Chamblee, Georgia 30341

The initial registered agent of the corporation shall be WILFRED V. FOX.

VII.

The initial Board of Directors shall consist of three members who shall be:

WILFRED V. FOX

1603 Chateau Drive
Chamblee, Georgia 30341

ROBERT R. ROWDEN

529 King St., Apt. F
Columbia, S.C. 29205

LAMAR T. SMITH

1723 Zemory Drive
Tucker, Georgia 30084

KEEP IN THE
PARCHMENT
HAG-CONTENT

VIII.

The names and addresses of the incorporators are:

WILFRED V. FOX	1603 Chateau Drive Chamblee, Georgia 30341
ROBERT R. ROWDEN	529 King St., Apt. F Columbia, S.C. 29205
LAMAR T. SMITH	1723 Zemory Drive Tucker, Georgia 30084

IN WITNESS WHEREOF, the undersigned execute these Articles of
Incorporation.

Wilfred V. Fox

WILFRED V. FOX

Robert R. Rowden

ROBERT R. ROWDEN

Lamar T. Smith

LAMAR T. SMITH

FILED IN OFFICE
This 22 day of May 19 69
Bert E. Burgess Clerk

IN THE SUPERIOR COURT OF
DeKALB COUNTY, GEORGIA

The petition of WILFRED V. FOX, 1603 Chateau Drive, Chamblee, Georgia,
ROBERT R. ROWDEN, 529 King Street, Apt. F., Columbia, South Carolina, and
LAMAR T. SMITH, 1723 Zemory Drive, Tucker, Georgia, shows the court as follows:

1.

The Articles of Incorporation of FOX-ROWDEN-SMITH, INC. executed by
the incorporations are attached hereto.

2.

The certificate of the Secretary of State setting forth that the name
of FOX-ROWDEN-SMITH, INC. is available is attached hereto.

WHEREFORE, petitioner prays that FOX-ROWDEN-SMITH, INC. be incorporated.

TINDALL & TINDALL

BY: *J. Tindall*
ATTORNEYS FOR PETITIONERS

1606 Rhodes-Haverty Building
Atlanta, Georgia 30303

688-2460

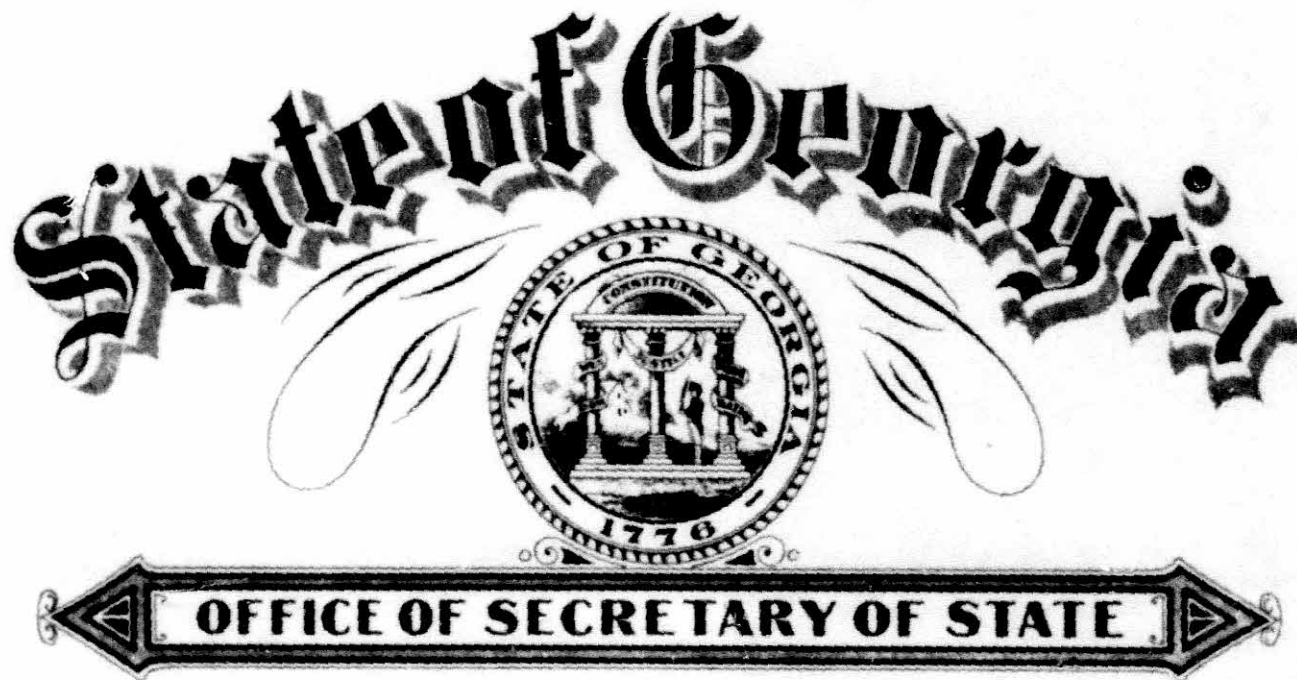
O R D E R

The Articles of Incorporation of FOX-ROWDEN-SMITH, INC. and the
certificate of the Secretary of State of Georgia setting forth that the name
FOX-ROWDEN-SMITH, INC. is available having been examined and found lawful;

IT IS HEREBY ORDERED that FOX-ROWDEN-SMITH, INC. be and it is hereby
incorporated under the laws of the State of Georgia.

This 22nd day of May, 1969.

Wm T. Dean
JUDGE, SUPERIOR COURT OF DeKALB COUNTY, GA.



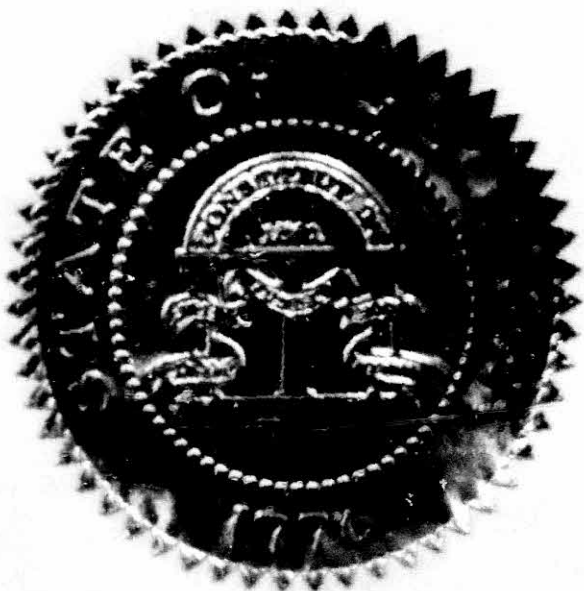
*J. Ben W. Fortson, Jr., Secretary of State of the
State of Georgia, do hereby certify, that*

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"FOX-ROWDEN-SMITH, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

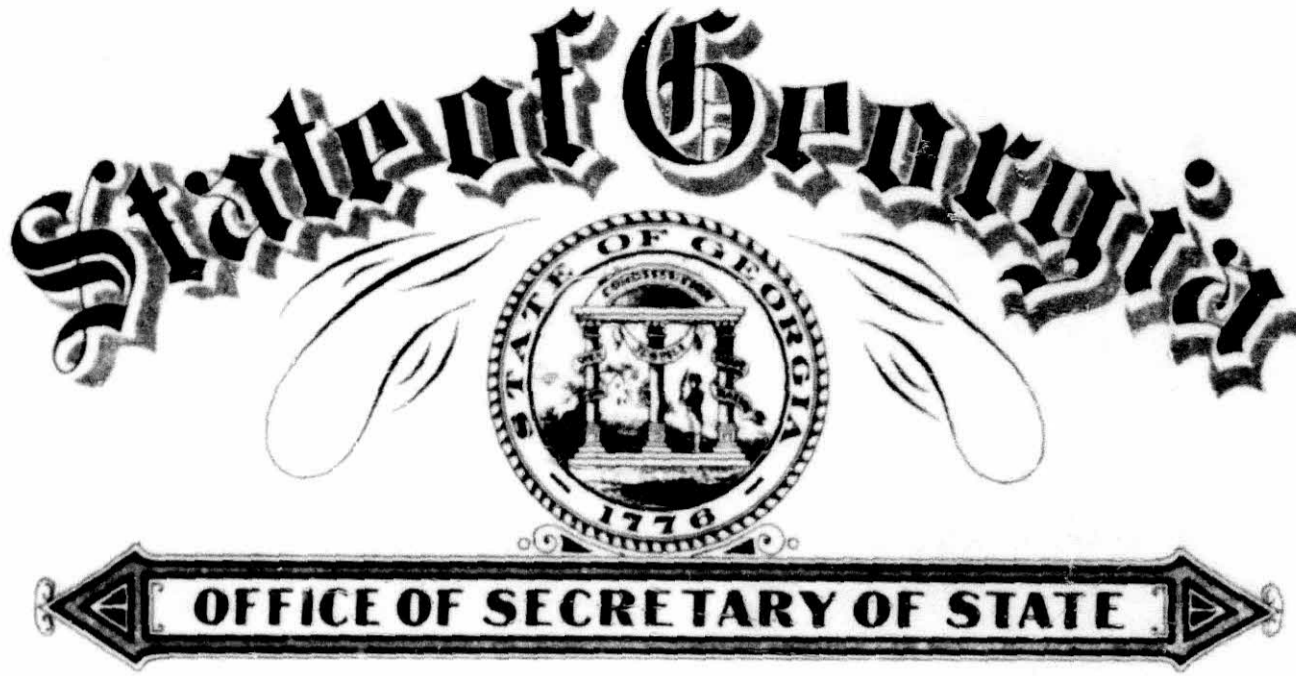
This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this
13th day of **May**, in the year of our Lord
One Thousand Nine Hundred and Sixty **Nine** and
of the Independence of the United States of America the One
Hundred and **Ninety-third**.

Ben W. Fortson, Jr.
Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia

DUPLICATE



I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"FOX-ROWDEN-SMITH, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

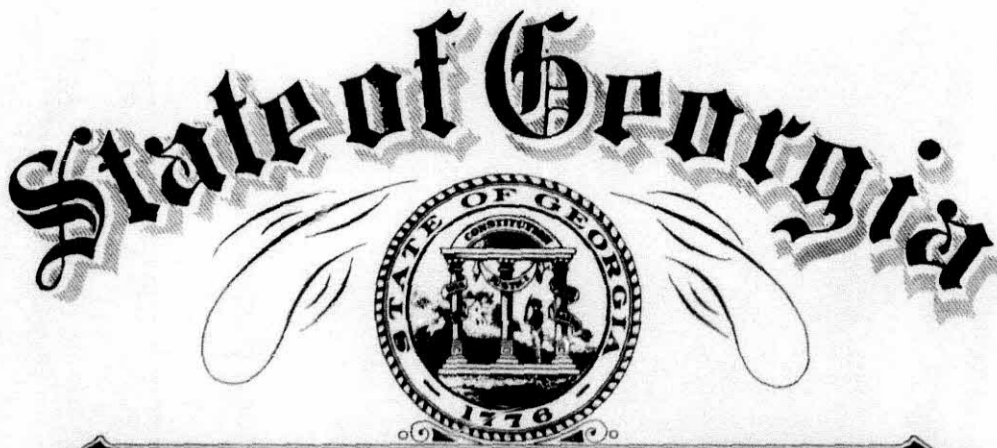
This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this **13th** day of **May**, in the year of our Lord One Thousand Nine Hundred and Sixty **Nine** and of the Independence of the United States of America the One Hundred and **Ninety-third.**

Ben W. Fortson, Jr.
 Secretary of State, Ex-Officio Corporation
 Commissioner of the State of Georgia

pd. 5-22-69

DUPLICATE



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

the articles of incorporation of "FOX-ROWDEN-SMITH, INC.", have been duly amended under the laws of the State of Georgia changing its name to "FOX-ROWDEN-MCBRAYER, INC.", on the 18th day of July, 1983, by the filing of articles of amendment in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this **18th** day of **July** in the year of our Lord One Thousand Nine Hundred and Eighty **Three** and of the Independence of the United States of America the Two Hundred and **Seven**.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF AMENDMENT
OF
FOX-ROWDEN-SMITH, INC.

The Articles of Amendment of FOX-ROWDEN-SMITH, INC.
are as follows:

1.

The name of the corporation is FOX-ROWDEN-SMITH, INC.

2.

The Articles of Incorporation of this corporation as heretofore granted by the Secretary of State of the State of Georgia on May 22, 1969, are hereby amended in that the name of the corporation is changed from FOX-ROWDEN-SMITH, INC. to FOX-ROWDEN-McBRAYER, INC. To effect this change the heading and Article I of the Articles of Incorporation of the corporation are hereby amended, insofar as they refer to the name of the corporation, to read FOX-ROWDEN-McBRAYER, INC., in lieu of FOX-ROWDEN-SMITH, INC.

3.

These Articles of Amendment including the amendment of the Articles of Incorporation as provided in Paragraph 2 preceding were adopted by the shareholders on March 17, 1983.

4.

The affirmative vote of the holders of a majority of the shares of the Ten Dollar (\$10.00) par value common stock was required to adopt the foregoing Amendment to the Articles of Incorporation; there were Six Hundred (600) shares of the Ten Dollar (\$10.00) par value common stock outstanding and entitled to vote of which all were voted in favor of the foregoing Amendment to the Articles of Incorporation.

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IN WITNESS WHEREOF, FOX-ROWDEN-SMITH, INC. has caused
its duly authorized corporate officers to execute these
Articles of Amendment all as of this 17th day of March,
1983.

FOX-ROWDEN-SMITH, INC.

By: Wilfred V. Fox
Wilfred V. Fox, President

ATTEST:

Mack O. Butler
Mack O. Butler, Assistant
Secretary

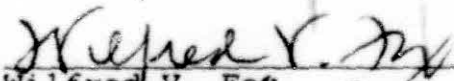
WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF FOX-
ROWDEN-SMITH, INC. TO THE ADOPTION OF CERTAIN ACTIONS
AND RESOLUTIONS IN LIEU OF MEETING

The undersigned, being all of the members of the Board of Directors of FOX-ROWDEN-SMITH, INC., a Georgia corporation (the "Corporation"), by written consent pursuant to Official Code of Ga. Ann. § 14-2-149, do hereby adopt to be effective as of March 17, 1983, the following actions and resolutions:

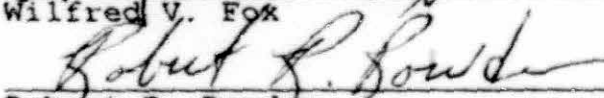
RESOLVED, That the name of the Corporation be changed from FOX-ROWDEN-SMITH, INC. to FOX-ROWDEN-McBRAYER, INC., and, to effect such change, the heading and Article I of the Articles of Incorporation of the Corporation be amended, insofar as they refer to the name of the Corporation, to read FOX-ROWDEN-McBRAYER, INC. in lieu of FOX-ROWDEN-SMITH, INC.

FURTHER RESOLVED, That the proper officers of the Corporation be, and they hereby are, authorized and directed to submit the above proposed amendment to the Corporations's Articles of Incorporation to the shareholders of the Corporation for action thereon pursuant to Official Code of Ga. Ann. § 14-2-191.


IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the date and year first above written.



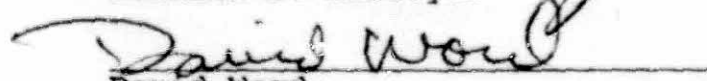
Wilfred V. Fox



Robert R. Rowden



Kenneth D. McBrayer



David Ward

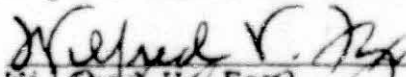
WRITTEN CONSENT OF THE SHAREHOLDERS OF FOX-ROWDEN-
SMITH, INC. TO THE ADOPTION OF CERTAIN ACTIONS AND
RESOLUTIONS IN LIEU OF MEETING

The undersigned, being all of the shareholders of
FOX-ROWDEN-SMITH, INC., a Georgia corporation (the
"Corporation"), by written consent pursuant to Official
Code of Ga. Ann. §14-2-112(d), hereby adopt to be
effective as of March 17, 1983, the following actions and
resolutions:

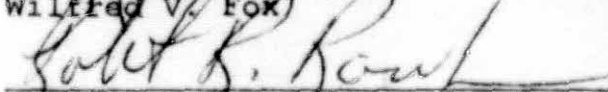
RESOLVED, That the name of the Corporation be
changed from FOX-ROWDEN-SMITH, INC. to FOX-ROWDEN-
McBRAYER, INC., and, to effect such change, the
heading and Article I of the Articles of Incorporation
be amended, insofar as they refer to the name of the
Corporation, to read FOX-ROWDEN-McBRAYER, INC. in lieu
of FOX-ROWDEN-SMITH, INC.

FURTHER RESOLVED, That the proper officers of the
Corporation be, and they hereby are authorized and
empowered to take all such actions as any one of them
may deem necessary or desirable to effect said
amendment of the Articles of Incorporation of the
Corporation, including the execution and filing of
Articles of Amendment as is provided for by Title 14,
Chapter 2, Article 9 of the Official Code of Georgia
Annotated.

IN WITNESS WHEREOF, the undersigned have hereunto set
their hands as of the date and year first above written.



Wilfred V. Fox

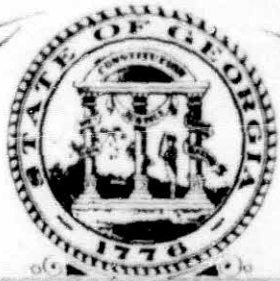


Robert R. Rowden



Kenneth D. McBrayer

State of Georgia



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"FOX-ROWDEN-MCBRAYER, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this
18th day of July, in the year of our Lord
One Thousand Nine Hundred and Eighty Three and
of the Independence of the United States of America the Two
Hundred and Eight

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA



CERTIFICATE

THIS DOCUMENT RECEIVED
AND FILED IN THE OFFICE
OF THE SECRETARY OF STATE.

ARTICLES OF AMENDMENT

OF

FOX-ROWDEN-McBRAYER, INC.

BY : [Signature]

DATE: 1-15-88

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The Articles of Amendment of FOX-ROWDEN-McBRAYER, INC.

are as follows:

1.

The name of the corporation is FOX-ROWDEN-McBRAYER, INC. (the "Corporation").

2.

The Articles of Incorporation of the Corporation as heretofore granted by the Superior Court of DeKalb County, Georgia and filed with the Clerk of that Court on the 22nd day of May, 1969, and duly filed and recorded in the Office of the Secretary of State of Georgia, and as thereafter amended by the filing of Articles of Amendment with the Secretary of State of Georgia on July 18, 1983, are hereby further amended by adding a new Article, Article IX which shall read as follows:

"IX.

To the fullest extent that the Georgia Business Corporation Code, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal."

3.

The proposed amendment of the Articles of Incorporation as set forth in Paragraph 2 hereinabove was adopted by the shareholders of the Corporation on the 16th day of November, 1987.

4.

In accordance with Georgia law, the affirmative vote of the holders of a majority of the shares of the Ten Dollar (\$10.00) par value common stock was required to adopt the foregoing amendment. There were Six Hundred (600) shares of the Ten Dollar (\$10.00) par value common stock outstanding and entitled to vote thereon, all of which shares were voted in favor of the foregoing amendment.

IN WITNESS WHEREOF, FOX-ROWDEN-McBRAYER, INC. has caused its duly authorized officers to execute these Articles of Amendment as of this 10th day of December, 1987.

FOX-ROWDEN-McBRAYER, INC.

By: Wilfred V. Fox
Wilfred V. Fox, Vice President

ATTEST:

David Huff
David Huff, Secretary

[CORPORATE SEAL]

RECEIVED
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SECRETARY OF STATE

TROUTMAN, SANDERS, LOCKERMAN & ASHMORE

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

ATTORNEYS AT LAW

ONE RAVINIA DRIVE

SUITE 1600

ATLANTA, GEORGIA 30346

404/658-8000

CABLE: MAESTRO

TELECOPIER: 404-658-8335

WRITER'S DIRECT DIAL NUMBER

(404) 658-8169

January 15, 1988

Mr. Max Cleland
Secretary of State
Suite 315, West Tower
#2 Martin Luther King Jr. Drive, S.E.
Atlanta, Georgia 30334

Re: FOX-ROWDEN-McBRAYER, INC.

Dear Sir:

In accordance with the applicable provisions of the Georgia Business Corporation Code, you will find enclosed the following documents:

1. The original Articles of Amendment of the above-captioned corporation and two conformed copies of said Articles, which are submitted for filing;
2. Payment to you of the fee of \$20.00 for filing said Articles;
3. A check, draft or money order in the amount of \$22.00, payable to Clerk of the Superior Court of the county where the registered office of the corporation is located, in payment of the cost of filing the Articles in said county;
4. The original of a letter addressed to the publisher of the newspaper which is the official organ of the county where the registered office of the corporation is located; and,
5. A check in the sum of \$60.00 payable to the designated newspaper.

We will appreciate your processing these documents and, if everything is in order, we will appreciate your issuing a Certificate of Amendment to the above-captioned corporation

TROUTMAN, SANDERS, LOCKERMAN & ASHMORE
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

Mr. Max Cleland
Page Two
January 15, 1988

and attaching it to one conformed copy of the Articles and returning it by mail to the undersigned at your earliest convenience.

Very truly yours,



Carolyn S. Snider
Legal Assistant
Troutman, Sanders, Lockerman &
Ashmore
Suite 1600
One Ravinia Drive
Atlanta, Georgia 30346



8309632
5-22-69

BUSINESS SERVICES AND REGULATION
ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

MAX CLELAND
Secretary of State

H. WAYNE HOWELL
Deputy Secretary of State

I. Filing Date: <u>1-15-88</u>	Code: <u>Am</u>	Docket No.: <u>44019013</u>
Assigned Exam: <u>67</u>		Amt.: \$ <u>20.00</u>
Charter Number: _____		By: <u>CS</u>
Completed: _____		

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name: <u>Fox-Bowden-McBrayer, Inc</u>		
Mailing Address: _____		
City: _____	County: _____ State: _____ Zip Code: _____	
III. Fees Submitted By:		
Secretary of State: \$ _____	Check No.: _____	
Clerk of Court: \$ _____	Check No.: _____ County: _____	
Publisher: \$ _____	Check No.: _____ Name: _____	
IV. Incorporator:		
Address: _____		
City: _____	State: _____ Zip Code: _____	
V. Registered Agent/Office:		
Address: _____		
City: _____	State: _____ Zip Code: _____	
VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST		
1. Original and two conformed copies of Articles of Incorporation	Applicant	Examiner
2. Corporate name certificate enclosed and verified		
3. Publisher's and Clerk's checks enclosed and verified		
4. Consent form enclosed and verified		
5. Corporate duration and statutory authority stated		
6. Number shares, par value, minimum capital stated		
7. Number of directors and their names and addresses		
VII. Applicant/Attorney:		
Address: _____		Telephone: _____
City: _____	State: _____	Zip Code: _____

NOTICE: Attach Articles of Incorporation, Secretary of State filing fee, name certificate, consent to serve as registered agent, publisher's letter and fee and clerk's fee and file with the Secretary of State at 2 Martin Luther King Jr. Dr., Suite 315, West Tower, Atlanta, Georgia 30334. For information call 404-656-2817. This form does not replace the Articles of Incorporation. I understand that the information on this form will be used in the Secretary of State Corporate data base.

Signed: _____ Date: _____