

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

2013 SEP 12 PM 12:05

SECRETARY OF STATE
CORPORATIONS DIV

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is REXEL HOLDINGS USA CORP.
2. It is incorporated under the laws of DELAWARE
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 06/06/2006 and the period of its duration is PERPETUAL
5. The address of its principal office is 14951 DALLAS PARKWAY, DALLAS, TX 75254
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Corporation Service Company
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

DISTRIBUTION OF ELECTRICAL AND DATACOM SUPPLIES

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	Address
Director	SEE ATTACHED	
Director		
Director		
Director		

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	SEE ATTACHED	
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
4,000	COMMON		.01

10. (a) \$ 2,200,000,000.00 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

(b) \$ 400,000.00 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

(c) .02 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. (divide (b) by (a) and multiply by 100 to obtain the percentage)

11. (a) \$ 0 = An estimate of the gross amount of business to be transacted by the corporation during the following year.

(b) \$ 0 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.

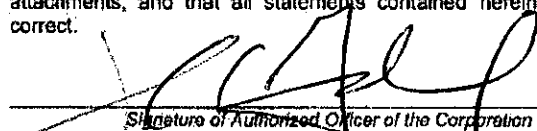
(c) 0 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. (divide (b) by (a) and multiply by 100 to obtain the percentage)

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: September 6, 2013


 Signature of Authorized Officer of the Corporation

John C. Gschwind, Vice President, Legal & Secretary

Type or Print Name of Authorized Officer

**APPLICATION FOR CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS IN RHODE ISLAND**

ENTITY NAME: REXEL HOLDING USA CORP.

CURRENT DIRECTORS AND OFFICERS:

NAME	TITLE	ADDRESS
Christopher P. Hartmann	Executive Vice President & CEO	14951 Dallas Parkway Dallas, TX 75254
James F. Hibberd	Senior Vice President	1000 Bridgeport Ave., 5 th Floor Shelton, CT, 06484
Mark Daniel	Senior Vice President	14951 Dallas Parkway Dallas, TX 75254
Amanda Malburg	Vice President, Tax & Assistant Secretary	14951 Dallas Parkway Dallas, TX 75254
Kerry Warren	VP, Administration & Finance & Chief Financial Officer	14951 Dallas Parkway Dallas, TX 75254
Terril Slusser	VP, Finance & Treasurer	14951 Dallas Parkway Dallas, TX 75254
John C. Gschwind	VP, Legal, General Counsel & Corporate Secretary	1000 Bridgeport Ave., 5 th Floor Shelton, CT, 06484
Bradford Greene	VP, Human Resources & Assistant Secretary	1000 Bridgeport Ave., 5 th Floor Shelton, CT, 06484
Steve Mendyka	VP, Information Technology & Chief Information Officer	14951 Dallas Parkway Dallas, TX 75254
Lisa Scinta	VP, Operations & Logistics	14951 Dallas Parkway Dallas, TX 75254
Gary Hibbs	VP, Treasury & Assistant Treasurer & Assistant Secretary	14951 Dallas Parkway Dallas, TX 75254
Lou-Anne F. Annino	VP, Pricing & eCommerce Strategy	1000 Bridgeport Ave., 5 th Floor Shelton, CT, 06484
John Kudlacek	VP, Supplier & Industry Relations	14951 Dallas Parkway Dallas, TX 75254
Paul Kalocsay	Assistant Secretary	1000 Bridgeport Ave., 5 th Floor Shelton, CT, 06484

DIRECTORS

Rudy Provoost	Chairman/Director	13, boulevard du Fort de Vaux CS 60002 75838 Paris cedex 17 France
Christopher P. Hartmann	Director	14951 Dallas Parkway Dallas, TX 75254 U.S.A.
Kerry Warren	Director	14951 Dallas Parkway Dallas, TX 75254 U.S.A.

Rhode Island

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REGISTRY OF STATE
CORPORATIONS DIV

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REXEL HOLDINGS USA CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF SEPTEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "REXEL HOLDINGS USA CORP." WAS INCORPORATED ON THE SIXTH DAY OF JUNE, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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SECRETARY OF STATE
CORPORATION DIV

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0729829

DATE: 09-12-13



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

