

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

BUSINESS CORPORATION

95405
Corp. I.D. #

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

Industrial Systems Associates, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is Industrial Systems Associates, Inc.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island)

THIRD: It is incorporated under the laws of Pennsylvania

FOURTH: The date of its incorporation is March 4, 1971 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1615 Bustleton Pike, Feasterville, Pennsylvania 19047

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

C T CORPORATION SYSTEM

Deborah A. Carr
Signature

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

Distribute industrial supplies, selling methods and services. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

16 JUN 1997

RECEIVED
BUREAU OF CORPORATIONS
06/03/97

FILED
JUN 5 1997
By [Signature]
186680

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
John M. Sergey	Director	1615 Bustleton Pike, Feasterville, Pennsylvania 19047
George E. Krauter	Director	1615 Bustleton Pike, Feasterville, Pennsylvania 19047
Andrew M. Bursky	Director	165 Mason Street, Greenwich, Connecticut 06830
Joshua A. Polan	Director	165 Mason Street, Greenwich, Connecticut 06830
See attached list of officers	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
200,000	Common	(No series)	No par value

TENTH: The aggregate number of its issued shares, 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 per Share or Statement that Shares are without Par Value</u>
51,000	Common	(No series)	No par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 40,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 2,000,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 200,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 3,500,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 5-30, 1997

Industrial Systems Associates, Inc.
[Exact Corporate Name of Corporation Making Application]

By Andrea Hogan
Andrea Hogan

Its Vice President

and William L. Mahone
William L. Mahone

Its Asst. Secretary

STATE OF Connecticut }
COUNTY OF Fairfield } Sc.

At Greenwich in said County on the 30th day
of May 1997, before me personally appeared William L. Mahone,
who being by me first duly sworn, declared that
he/she is the Assistant Secretary of Industrial Systems Associates, Inc.,
that he/she signed the foregoing document as such Assistant Secretary of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Margaret Crawford
Notary Public
Margaret Crawford
Commission expires 8-31-2008

Appendix to Rhode Island
Application for Certificate of Authority

**Officers of
Industrial Systems Associates, Inc.**

1. John M. Sergey, Chairman/President/Chief Executive Officer
1615 Bustleton Pike
Feasterville, Pennsylvania 19047
2. George E. Krauter, Chairman Emeritus
1615 Bustleton Pike
Feasterville, Pennsylvania 19047
3. Andrea Hogan, Vice President/Chief Operating Office/Ast.T/S
1615 Bustleton Pike
Feasterville, Pennsylvania 19047
4. Michael F. Devine III, Chief Financial Officer
1615 Bustleton Pike
Feasterville, Pennsylvania 19047
5. William L. Mahone, Assistant Secretary
165 Mason Street
Greenwich, Connecticut 06830
6. Charles J. Martin, Assistant Treasurer
165 Mason Street
Greenwich, Connecticut 06830