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ACCOUNT NO. : 072100000032

REFERENCE : 430570 4304045

AUTHORIZATION :

COST LIMIT : \$ 87.50

FILED
01 AUG 17 PM 4:51
TALLAHASSEE
SECRETARY OF STATE

Patricia F. [Signature]

ORDER DATE : August 17, 2001

ORDER TIME : 2:02 PM

ORDER NO. : 430570-005

CUSTOMER NO: 4304045

500004540655--5

CUSTOMER: Ms. Harriett H. Bowen
Arnall Golden & Gregory
2800 One Atlantic Center
1201 West Peachtree St.
Atlanta, GA 30309-3450

BK

FOREIGN FILINGS

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG 17 PM 3:12

NOT INTENDED
TO BE KNOWN
SUFFICIENCY OF FILING

NAME: FRESHPOINT OF ATLANTA, INC.

XXXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX - TWO CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young -- EXT# 1112

EXAMINER: _____

[Signature]

**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. Freshpoint of Atlanta, Inc.

(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. 581-1244686

(FEI number, if applicable)

4. December 4, 1975

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or perpetual)

6. Upon Filing

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 16 Forest Parkway, Forest Park, GA 30297

(Principal office address)

16 Forest Parkway, Forest Park, GA 30297

(Current mailing address)

Sale and distribution of wholesale food and non-food related goods.

8. To engage in any act or activity for which corporations may be organized.

(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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(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.

Corporation Service Company

BRIAN COURTNEY, ASST. VP.
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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. Paul H. Stanford
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul H. Stanford, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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FRESHPOINT OF ATLANTA, INC.
a Georgia for Profit Corporation

FEIN: 58-1244686

Officer

John Alpers
President

Brian M. Sturgeon
Vice President

Kent R. Berke
Vice President and Assistant Secretary

Bonnie McAllister
Secretary

Diane Day Sanders
Treasurer

Connie S. Brooks
Assistant Secretary

Kathy Oates
Assistant Treasurer

Webb Crunk
Assistant Secretary

Paul H. Stanford
Assistant Secretary

Directors

Kent R. Berke
Director

Brian M. Sturgeon
Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

CONTROL NUMBER : H508282
DATE INC/AUTH/FILED: 12/04/1975
JURISDICTION : GEORGIA
PRINT DATE : 08/09/2001
FORM NUMBER : 211

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARNALL, GOLDEN & GREGORY, LLP
GINA CUNNINGHAM
1201 WEST PEACHTREE STREET, SUITE 2800
ATLANTA, GA 30309-3400

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 as of the above print date

FRESHPOINT OF ATLANTA, INC.
A GEORGIA PROFIT CORPORATION

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date 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 print date above. 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 information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and 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.

20010809133128408



Cathy Cox

Cathy Cox
Secretary of State