

# A9500001961

JACKSONVILLE  
TALLAHASSEE  
TAMPA  
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MILWAUKEE  
MADISON  
CHICAGO  
WASHINGTON, D.C.

SUITE 200  
111 NORTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801  
TELEPHONE (407) 423-7856  
FACSIMILE (407) 648-1743  
MAILING ADDRESS:  
POST OFFICE BOX 2193  
ORLANDO, FL 32802-2193

A MEMBER OF GLOBALEX  
WITH MEMBER OFFICES IN

BERLIN  
BRUSSELS  
DRESDEN  
FRANKFURT  
LONDON  
PARIS  
SINGAPORE  
STUTTGART  
TAIPEI

December 13, 1995

VIA HAND DELIVERY

Department of State of Florida  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Certificate of Limited Partnership of Sydran Food  
Services III, Ltd.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the  
Certificate of Limited Partnership and Affidavit of Capital  
Contributions for Sydran Food Services, Ltd.

Also enclosed is a check in the amount of \$140.00 to cover the  
cost of filing the Certificate (\$52.50), appointing a registered  
agent (\$35.00) and obtaining a certified copy of the Articles  
(\$52.50).

Please deliver the certified copy of the Certificate to the  
courier making this hand delivery.

Thank you for your prompt attention to this matter.

Very truly yours,

*KMB*  
Kelly M. Braun

*Need  
12-15-95  
2:00*

KMB/ksm  
Enclosures

U. IAA	_____
FILING	15.00
R. AGENT FEE	35.00
C. COPY	52.50
TOTAL	146.50
N. BANK	_____
BALANCE DUE	_____
REFUND	_____

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 15 PM 12:10

8000016600000000  
-12/20/95--01013--003  
\*\*\*140.00 \*\*\*140.00

RECEIVED  
95 DEC 15 PM 12:12

*hyc  
12/15/95*

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SYDRAN FOOD SERVICES III, LTD.**

a Florida Limited Partnership

The undersigned Sole General Partner, for the purposes of forming a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes Chapter 620, does hereby certify as follows:

**ARTICLE I: LIMITED PARTNERSHIP NAME.** The name of the limited partnership is SYDRAN FOOD SERVICES III, LTD.

**ARTICLE II: RECORD KEEPING OFFICE AND MAILING ADDRESS.** The address of the record keeping office and mailing address of the partnership is c/o Mark C. Extein, Foley & Lardner, 111 North Orange Avenue, Suite 1800, Orlando, Florida 32801.

**ARTICLE III: REGISTERED OFFICE AND REGISTERED AGENT.** The agent of the partnership for service of process in the State of Florida shall be F & L Corp., The Greenleaf Building, 200 Laura Street, Jacksonville, Florida 32201-0240.

**ARTICLE IV: GENERAL PARTNER.** The name and business address of the sole initial general partner of the partnership is as follows:

Sydran III, Inc.  
c/o Mark C. Extein, Esq.  
Foley & Lardner  
111 North Orange Avenue  
Suite 1800  
Orlando, Florida 32801

895000094231

**ARTICLE V: TERM OF EXISTENCE.** The partnership shall be effective upon the date of filing of the Certificate of Limited Partnership with the Department of State. The latest date upon which the partnership shall dissolve is December 31, 2094, unless extended or sooner terminated pursuant to the Partnership Agreement.

**ARTICLE VI: CONTRIBUTIONS.** Pursuant to Florida Statute Section 620.108, Affidavit of Contributions setting forth present and anticipated capital contributions of the limited partners is attached hereto as Exhibit A.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 15 PM 2:18

IN WITNESS WHEREOF, the undersigned has executed this Certificate this  
of December, 1995.

SOLE GENERAL PARTNER:

SYDRAN III, INC. a Florida corporation

  
Kenneth A. Freed, Vice President

FILED STATE  
SECRETARY OF CORPORATIONS  
1995 DEC 15 PM 2:10

**ACCEPTANCE OF APPOINTMENT AS INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, a corporation authorized to transact business in the State of Florida, having been named in the foregoing Limited Partnership Agreement as Initial Registered Agent of SYDRAN FOOD SERVICES, LTD., hereby accepts such appointment as Registered Agent of said Limited Partnership and agrees to act in such capacity. The undersigned hereby states that the undersigned is familiar with, and the undersigned hereby accepts the obligations of the position of Registered Agent as set forth in Chapter 620 of the Florida Statutes, and the undersigned agrees to comply with the statutes and other laws relating to it in such capacity and the proper and complete performance of its duties.

Dated this 13<sup>th</sup> day of December, 1995.

**REGISTERED AGENT:**

F & L Corp.

By:   
John Sanders, Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 13 1995

**F & L CORP.**

**Consent of Sole Shareholder**

The following resolution is hereby adopted by the undersigned, being the sole shareholder of F & L Corp., a Wisconsin corporation ("Corporation").

RESOLVED, that the following partners of Foley & Lardner are hereby authorized to execute and deliver on behalf the Corporation all such documents as may be required in connection with the Corporation's serving as registered agent for domestic and foreign corporations and limited partnerships in the State of Florida:

Edmund T. Baxa, Jr.  
John R. Dawson  
Michael W. Grebe  
Charles V. Hedrick  
William D. King  
David M. Rieth  
John A. Sanders  
William P. Sklar  
Martin A. Traber  
Richard A. Weiss

Dated: August 1, 1995

FOLEY & LARDNER

By: 

Michael W. Grebe  
Chairman and Chief Executive  
Officer

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 15 PM 12: 13

**AFFIDAVIT OF CONTRIBUTIONS  
OF THE LIMITED PARTNERS  
OF  
SYDRAN FOOD SERVICES III, LTD.**

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 DEC 15 PM 12:21

STATE OF CALIFORNIA  
COUNTY OF CONTRA COSTA


BEFORE ME, the undersigned authority, personally appeared Kenneth A. Freed, as President of Sydran III, Inc., sole general partner of Sydran Food Services III, Ltd. "Partnership", who, upon being duly sworn, certified as follows:

1. The amount of capital contributed by the Limited Partner at this time is Nine Hundred and Fifty Dollars (\$950.00).
2. It is anticipated that no additional Dollars (\$0.00) will be contributed by the Limited Partner.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Date: December 14, 1995.

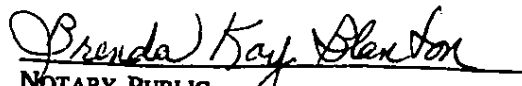
SOLE GENERAL PARTNER:  
Sydran III, Inc.

  
Kenneth A. Freed, Vice President

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Kenneth A. Freed, Vice President of Sydran III, Inc. (the "Corporation"), General Partner of Sydran Food Services III, Ltd. (the "Partnership"), known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as Vice President for the Corporation as General Partner of the Partnership.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 14<sup>th</sup> day of December, 1995.



  
NOTARY PUBLIC  
State of California

(SEAL)

My Commission Expires: 1/2/99

A95000001961

FOLEY & LARDNER

RECEIVED

95 DEC 29 11:10:08

111 NORTH MONROE AVENUE

ORLANDO, FLORIDA 32801

TELEPHONE (407) 422-7000

FACSIMILE (407) 648-1743

MAILING ADDRESS:

POST OFFICE BOX 2193

ORLANDO, FL 32802-2193

A MEMBER OF GLOBALEX  
WITH MEMBER OFFICES IN

BERLIN  
BRUSSELS  
DRESDEN  
FRANKFURT  
LONDON  
PARIS  
SINGAPORE  
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TAIPEI

JACKSONVILLE  
TALLAHASSEE  
TAMPA  
WEST PALM BEACH  
MILWAUKEE  
MADISON  
CHICAGO  
WASHINGTON, D.C.

December 28, 1995

FILED  
95 DEC 29 AM 12:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Via Federal Express

Ms. Peggy Smith  
Foley & Lardner  
215 South Monroe Street, Suite 450  
Tallahassee, FL 32301-1802

Re: Annual Reports for Sydran Holdings III Limited  
Partnership and Sydran Food Services III, Ltd.

Dear Ms. Smith:

Enclosed please find original Limited Partnership Annual Reports for Sydran Holdings III Limited Partnership and Sydran Food Services III, Ltd., along with two (2) checks payable to the Florida Department of State, Division of Corporations, each in the amount of \$191.25 representing payment of the annual fees for each partnership.

These Reports need to be hand-filed on Friday, December 29, 1995.

Thank you in advance for your help. Please call me to verify your receipt of this package.

Very truly yours,

Kelly M. Braun

12/29/95a

KMB/ksm  
Enclosures

cc: Mark C. Extein, Esq,  
Paul E. Rosenthal, Esq.

CAWP5\DOCS\SYDRAN\SMITH.LTR\122895\189608\KMB:ksm

fax if  
anything  
official

# FOLEY & LARDNER

ATTORNEYS AT LAW

JACKSONVILLE  
TALLAHASSEE  
TAMPA  
WEST PALM BEACH  
MILWAUKEE  
MADISON  
CHICAGO  
WASHINGTON, D.C.

SUITE 1800  
111 NORTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801  
TELEPHONE (407) 423-7656  
FACSIMILE (407) 648-1743  
MAILING ADDRESS:  
POST OFFICE BOX 2193  
ORLANDO, FL 32802-2193

A MEMBER OF GLOHALEX  
WITH MEMBER OFFICES IN

BERLIN  
BRUSSELS  
DRESDEN  
FRANKFURT  
LONDON  
PARIS  
SINGAPORE  
STUTTGART  
TAIPEI

December 28, 1995

VIA HAND DELIVERY

Department of State of Florida  
Attn: Partnership Section  
409 East Gaines Street  
Tallahassee, Florida 32399

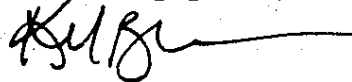
Re: 1996 Limited Partnership Annual Reports for Sydran Food  
Services III, Ltd. and Sydran Holdings III Limited  
Partnership

Dear Sir or Madam:

Enclosed please find originals of the 1996 Limited Partnership  
Annual Reports for Sydran Food Services III, Ltd. and Sydran  
Holdings III Limited Partnership. Also enclosed are two (2) of  
this firm's checks payable to the Florida Department of State, each  
in the amount of \$191.25 representing payment of the annual report  
fee for each of these partnerships.

Thank you for your prompt attention to this matter.

Very truly yours,



Kelly M. Braun

KMB/ksm  
Enclosures

cc: Paul E. Rosenthal, Esq.  
Mark C. Extein, Esq.

CAWPS\DOCS\SYDRAN\STATE.LTR\12/28/95\18W008\KMB:ksm



**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$600 PENALTY FEE**

**FILED**

95 DEC 29 AM 12:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A9500001961**

FLORIDA DEPARTMENT OF STATE

LIMITED PARTNERSHIP  
AND LIMITED LIABILITY COMPANY

1. Name of Limited Partnership  
**1a. DOCUMENT #**  
**A9500001961**

2. New Mailing Address if Applicable  
Syrdran Food Services III, Ltd.  
Mailing Address  
Principal Office Address  
c/o Mark C. Extein, Esquire  
Foley & Lardner  
111 North Orange Avenue, Suite 1800  
Orlando, Florida 32802

DO NOT WRITE IN THIS SPACE  
3. Data Formed or Registered to Do Business in  
FLORIDA  
12/15/95  
3a. Date of Last Report  
N/A  
4. State or Country of Formation  
Florida  
5a. Capital Contributions as Shown on Record  
\$950.00  
5b. Amount of Capital Contributions in FLORIDA to date  
\$950.00  
6. FEI Number  
applied for  
7. CERTIFICATE OF STATUS REQUIRED

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50  
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)  
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$570.25 (\$437.50 + \$138.75)  
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.  
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent  
F&L Corp.  
The Greenleaf Building  
200 Laura Street  
Jacksonville, Florida 32201-0204

10. If changed, new Registered Agent/Office  
Name  
Street Address (P.O. Box Number is Not Acceptable)  
Suite, Apt. #, etc.  
City  
Z-p Code  
**FL**

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent, I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) **N.A.** DATE


**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
Sydran III, Inc.	c/o Mark C. Extein, Esq. Foley & Lardner 111 North Orange Ave.	Orlando, FL 32802	P95000094231

AR - \$52.50  
SF - \$138.75  
12/29/95a

**Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.**

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE   
by Kenneth A. Freed, Vice President  
DATE **12/21/95**  
(510) 328-3315  
Telephone Number

CR2E003 (6/95)



A95000001961

Bishop Ranch B  
3000 Executive Parkway  
Suite 515  
Van Buren, CA 94583 4254  
Tel: (510) 328 3300  
Fax: (510) 328 3333

Via U.S. Mail

September 19, 1996

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

700001054557  
-03/24/96--01082--001  
\*\*\*\*\$2.50 \*\*\*\*\$2.50

Re: Change of Registered Agent of Sydran Food Services III, Ltd.

To Whom It May Concern:

Enclosed please find a Change of Registered Agent of Sydran Food Services III, Ltd. along with the corporation's check in the amount of \$52.50 for filing fees.

Please accept this for filing, and confirm its receipt by date-stamping the enclosed copy and returning it in the self-addressed, stamped envelope provided. If you have any questions, please call me at (510) 328-3317.

Thank you for your assistance.

Sincerely,  
*Kimberly Varner*  
Kimberly Varner  
Legal Department Coordinator

FILED  
96 SEP 23 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KV:sjnc/llng  
Enclosure  
cc: Kenneth Freed, Esq.  
Steven Grossman  
Pam Passanisi  
Margi Rust  
Martyn James/Vose & Blau  
Paul Rosenthal/Foley & Lardner

\$17.50 overpaid.

R.A. chg.

MS SEP 27 1996

FILED

96 SEP 23 AM 9:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CHANGE OF REGISTERED AGENT OF  
SYDRAN FOOD SERVICES III, LTD.

Pursuant to the provisions of Section 620.1051 of the Florida Statutes, the undersigned Partnership hereby changes its Registered Agent as set forth below:

1. The name of the Partnership is Sydran Food Services III, Ltd.
2. The street address of the current Registered Office is 200 Laura Street, Third Floor, Jacksonville, Florida 32202-3527.
3. The street address of the new Registered Office is 2705 W. Fairbanks Avenue, Winter Park, Florida 32789.
4. The name of the current Registered Agent is F & L Corp.
5. The name of the new Registered Agent is Gretchen R.H. Vose.
6. The street address of the Partnership's Registered Office and the street address of the business office of the Registered Agent, as changed, are identical.
7. Such change was authorized by the general partner of the limited partnership.

Executed this 20th day of August, 1996.

Sydran Food Services III, Ltd.  
By its General Partner  
Sydran III, Inc., a Florida corporation  
Name: \_\_\_\_\_

New Address  
of  
General Partner:

Title: Vice President  
c/o Gretchen R. H. Vose  
2705 W. Fairbanks Avenue  
Winter Park, FL 32789

ACCEPTANCE OF REGISTERED AGENT FOR  
SYDRAN FOOD SERVICES III, LTD.

I, GRETCHEN R.H. VOSE, HAVING SIGNED THE WITHIN AS REGISTERED AGENT OF SYDRAN FOOD SERVICES III, LTD. (THE "PARTNERSHIP") AT THE REGISTERED ADDRESS OF 2705 W. FAIRBANKS AVENUE, WINTER PARK, FLORIDA 32789, DO HEREBY AGREE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS, TO KEEP AN OFFICE OF THE PARTNERSHIP OPEN DURING THE PRESCRIBED HOURS, AND TO POST MY NAME, AND THAT OF ANY GENERAL PARTNER OF THE PARTNERSHIP AUTHORIZED TO ACCEPT SERVICE OF PROCESS AT THE ABOVE FLORIDA DESIGNATED ADDRESS, IN SOME CONSPICUOUS PLACE IN THE OFFICE OF THE PARTNERSHIP AS REQUIRED BY LAW.



---

Gretchen R.H. Vose  
Registered Agent