

A95000002054

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 GLOBALEX
WITH MEMBER OFFICES IN

BERLIN
BRUSSELS
DRESDEN
FRANKFURT
LONDON
PARIS
SINGAPORE
STUTTGART
TAIPEI

December 20, 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 Holdings
III Limited Partnership

Dear Sir or Madam:

700001673177
-12/28/95--01071--007
****140.00 ****140.00

Enclosed please find an original and one (1) copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for Sydran Holdings III Limited Partnership.

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).

We have recently filed Articles of Incorporation for Sydran III, Inc. and Sydran Holdings III, Inc. and a Certificate of Limited Partnership for Sydran Food Services III, Ltd. We realize that these names are similar, however each of the entities is owned by the same individual and he has consented to the use of similar names for his entities.

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 CC
Kelly M. Braun

12/27/95

Enclosures

C:\WP51\DOCS\SYDRAN\STATE.LTR\12/20/95\19W004\KMB:bmb

A95000002054

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SYDRAN HOLDINGS III LIMITED PARTNERSHIP**

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 HOLDINGS III LIMITED PARTNERSHIP.

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

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
95 DEC 27 AM 10:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 26th day of December, 1995.

SOLE GENERAL PARTNER:

SYDRAN HOLDINGS III, INC. a Florida corporation



Kenneth A. Freed, Vice President

FILED
95 DEC 27 AM 10:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 HOLDINGS III LIMITED PARTNERSHIP 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 20th day of December, 1995.

REGISTERED AGENT:

F & L Corp.

By: John Sanders

John Sanders, Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
95 DEC 27 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 of 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. Hadrick
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

**AFFIDAVIT OF CONTRIBUTIONS
OF THE LIMITED PARTNERS
OF
SYDRAN HOLDINGS III LIMITED PARTNERSHIP**

STATE OF CALIFORNIA
COUNTY OF CONTRA COSTA

BEFORE ME, the undersigned authority, personally appeared Kenneth A. Freed, as Vice President of Sydran Holdings III, Inc., sole general partner of Sydran Holdings III Limited Partnership (the "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.

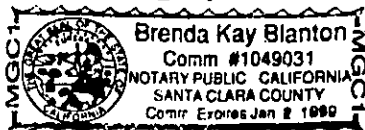
Date: December 26, 1995.

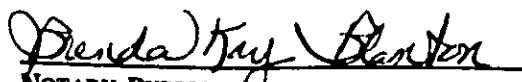
SOLE GENERAL PARTNER:
Sydran Holdings III, Inc.


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 Holdings III, Inc. (the "Corporation"), General Partner of Sydran Holdings III Limited Partnership (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 26th day of December, 1995.




NOTARY PUBLIC
State of California

(SEAL)

My Commission Expires: 1/2/99

LIMITED PARTNERSHIP ANNUAL REPORT		FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS		FILED 95 DEC 29 AM 12:38 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
1. Name of Limited Partnership <div style="border: 1px solid black; padding: 5px; margin: 10px auto; width: 200px;"> 1a. DOCUMENT # A95000002054 </div>		2. New Mailing Address, if Applicable Sute, Apt. #, etc. City, State & Zip 2a. New Principal Office Address, if Applicable Sute, Apt. #, etc. City, State & Zip		3. Date Formed or Registered to Do Business in FLORIDA 12/27/95 3a. Date of Last Report N/A 4. State or Country of Formation Florida	
Making Address c/o Mark C. Extein, Esquire Foley & Lardner 111 North Orange Avenue, Suite 1800 Orlando, Florida 32802		Principal Office Address same 111 North Orange Avenue, Suite 1800 Orlando, Florida 32802		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 <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable	
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 607.183, F.S.) THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$676.25 (\$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: 4000001674804 Street Address (P.O. Box Number is Not Applicable): 614 02/96--01090--005 Sute, Apt. #, etc.: ****191.25 ****191.25 City: FL Zip Code:		
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. <div style="display: flex; justify-content: space-between;"> SIGNATURE (Registered Agent Accepting Appointment) N.A. DATE </div>					
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) Sydran Holdings III, Inc.		11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) c/o Mark C. Extein, Esq. Foley & Lardner 111 North Orange Ave.		11b. City, State & Zip Code Orlando, FL 32802 AR - \$52.50 SF - \$138.75 12/29/95	
11c. Registration Document Number P950000 97075		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 it made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trust empowered to execute this report as required by chapter 620, Florida Statutes.					
SIGNATURE _____ DATE 12/21/95 Typed or Printed Name of General Partner Signing Form: Sydran Holdings III, Inc. Telephone Number: (510) 328-3315 by Kenneth A. Freed, Vice President					

A95000002054

FOLEY & LARDNER

ATTORNEYS RECEIVED

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

SUITE 1800 1410:08
111 NORTH MONROE 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 GLOBALEX
WITH MEMBER OFFICES IN

BERLIN
BRUSSELS
DRESDEN
FRANKFURT
LONDON
PARIS
SINGAPORE
STUTTGART
TAIPEI

December 28, 1995

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

KMB/ksm
Enclosures

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

C:\WP51\DOCS\SYDRAN\SMITH.1.TX||12/28/95||10W00|KMB:ksm

fax if
anything
official

SYDRAN



SERVICES, INC.

A95000002054

Bishop Ranch 8

3000 Executive Parkway

Suite 315

San Ramon, 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

SEP 19 1996
FBI - TAMPA

Re: Change of Registered Agent of Sydran Holdings III Limited Partnership

To Whom It May Concern:

Enclosed please find a Change of Registered Agent of Sydran Holdings III Limited Partnership, 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

KV:sinc/flng

Enclosure

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

SH 9/27

SEP 19 1996
FBI - TAMPA

656 02 11:59

CHANGE OF REGISTERED AGENT OF
SYDRAN HOLDINGS III LIMITED PARTNERSHIP

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 Holdings III Limited Partnership.
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 Holdings III Limited Partnership
By its General Partner
Sydran Holdings III, Inc.

Name: [Signature]

Title: Vice President

New Address
of
General Partner:

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

ACCEPTANCE OF REGISTERED AGENT FOR
SYDRAN HOLDINGS III LIMITED PARTNERSHIP

I, GRETCHEN R.H. VOSE, HAVING SIGNED THE WITHIN AS REGISTERED AGENT OF SYDRAN HOLDINGS III LIMITED PARTNERSHIP (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