

F010000006043

CORPORATION(S) NAME

Kroger Group Cooperative, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BK

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|---|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Name _____
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Document _____
Examiner _____
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Verifier _____
W.P. Verifier _____

11/21/01

Order#: 4912230

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-11/21/01--01077--024

Ref#: *****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED FOR
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA*

1. Kroger Group Cooperative, 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. Ohio

(State or country under the law of which it is incorporated)

3. 31-1809025

(FEI number, if applicable)

4. 11/07/2001

(Date of incorporation)

5. Perpetual

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

6. upon qualification

(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. 1014 Vine Street, Cincinnati, OH 45202

(Principal office address)

same

(Current mailing address)

8. To engage in any and all lawful act or activity permitted by law.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(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.

C T Corporation System

By: Susan J. Metzger

(Registered agent's signature)

Susan J. Metzger
Assistant Secretary

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 ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bruce M. Gack, Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

KROGER GROUP COOPERATIVE, INC.
an Ohio corporation

DIRECTOR AND OFFICER LIST
(as of November 2001)

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TALLAHASSEE, FLORIDA

DIRECTORS

Joseph A. Pichler
1014 Vine Street, Cincinnati, OH 45202

David B. Dillon
1014 Vine Street, Cincinnati, OH 45202

Paul W. Heldman
1014 Vine Street, Cincinnati, OH 45202

Bruce M. Gack
1014 Vine Street, Cincinnati, OH 45202

Don W. McGeorge
1014 Vine Street, Cincinnati, OH 45202

OFFICERS

Joseph A. Pichler, CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER
1014 Vine Street, Cincinnati, OH 45202

David B. Dillon, PRESIDENT AND CHIEF OPERATING OFFICER
1014 Vine Street, Cincinnati, OH 45202

Paul W. Heldman, VICE PRESIDENT AND SECRETARY
1014 Vine Street, Cincinnati, OH 45202

Scott M. Henderson, VICE PRESIDENT AND TREASURER
1014 Vine Street, Cincinnati, OH 45202

Thomas P. O'Brien, Jr., VICE PRESIDENT AND ASSISTANT SECRETARY
1014 Vine Street, Cincinnati, OH 45202

Bruce M. Gack, VICE PRESIDENT AND ASSISTANT SECRETARY
1014 Vine Street, Cincinnati, OH 45202

Mary Elizabeth Van Offen, VICE PRESIDENT AND ASSISTANT TREASURER
1014 Vine Street, Cincinnati, OH 45202

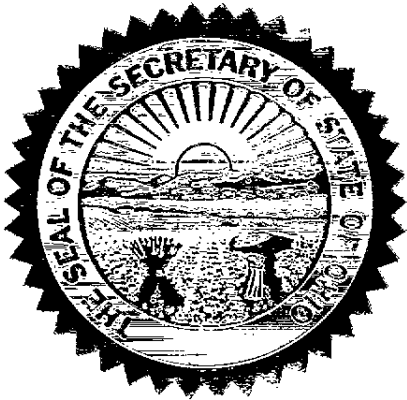
James E. Hodge, VICE PRESIDENT
1014 Vine Street, Cincinnati, OH 45202

Thomas A. Smith, ASSISTANT TREASURER
1014 Vine Street, Cincinnati, OH 45202

UNITED STATES OF AMERICA
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show **KROGER GROUP COOPERATIVE, INC.**, an Ohio corporation, Charter No. 1268466, having its principal location in Cincinnati, County of Hamilton, was incorporated on November 7, 2001 and is currently in **GOOD STANDING** upon the records of this office



WITNESS my hand and official seal
at Columbus, Ohio on
November 8, 2001

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State