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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE

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04 JUN 30 AM 10:47
DIVISION OF CORPORATION

BK



CORPORATION SERVICE COMPANY

FILED
04 JUN 30 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 777665 4338223
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 70.00

ORDER DATE : June 25, 2004
ORDER TIME : 10:17 AM
ORDER NO. : 777665-010
CUSTOMER NO: 4338223
CUSTOMER: Julie T. Backe
Albertson's, Inc.
250 Parkcenter Blvd.
Po Box 20
Boise, ID 83706

FOREIGN FILINGS

NAME: NEWCO HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER: _____

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. NEWCO HOLDINGS, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

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

3. 20-1155993

(FEI number, if applicable)

4. 5/18/2004

(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. 3041 Pasadena Dr., Boise, ID 83706

(Principal office address)

3041 Pasadena Dr., Boise, ID 83706

(Current mailing address)

8. retail grocery

(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

(City)


Florida 32301

(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



(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.  _____

(Signature of Director or Officer listed in number 12 of the application)

14. Michael K. Clawson, President

(Typed or printed name and capacity of person signing application)

06/24/2004

NEWCO HOLDINGS, INC.

<u>Director</u>	<u>Title</u>
Michael K. Clawson	Chairman
James R. "Jim" Vaughan	Director

<u>Officer</u>	<u>Title</u>
Michael K. Clawson	President
Carl H. McLean	Vice President & Treasurer
James R. "Jim" Vaughan	Vice President & Secretary

Michael K. Clawson

Business: 3041 Pasadena Drive
Boise, ID 83706

James R. "Jim" Vaughan

Business: 3041 Pasadena Drive
Boise, ID 83706

Carl H. McLean

Business: 3041 Pasandena Drive
Boise, ID 83705

Delaware

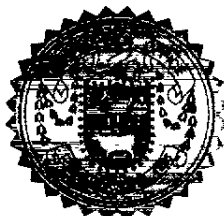
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEWCO HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEWCO HOLDINGS, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3804835 8300

AUTHENTICATION: 3197221

040471241

DATE: 06-25-04