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(Address)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I Burch SEP 07 2007

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Associated Wholesale Grocers, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Frances Pellegrino Puhl

(Name of Person)

Associated Wholesale Grocers, Inc.

(Firm/Company)

5000 Kansas Avenue

(Address)

Kansas City, Kansas 66106

(City/State and Zip code)

For further information concerning this matter, please call:

Frances Pellegrino Puhl

(Name of Person)

at (913) 288-1511

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**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. Associated Wholesale Grocers, 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. Kansas

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

3. 48-0614866

(FEI number, if applicable)

4. March 11, 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 prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5000 Kansas Avenue, Kansas City, Kansas 66106

(Principal office address)

P. O. Box 2932, Kansas City, Kansas 66110-2932

(Current mailing address)

8. The company is a wholesale distributor of groceries and related items to grocers throughout a multi-state region.

(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 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:

(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:

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

RE:: **Associated Wholesale Grocers, Inc.**

CT Corporation System
1200 S. Pine Island Rd.
Plantation, FL 33324

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TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: August 31, 2007

CT CORPORATION SYSTEM

By John J. Linnihan
John J. Linnihan, Asst. Vice President

A. DIRECTORS

Chairman: See Exhibit "A" attached hereto for list of officers and directors.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See Exhibit "A" attached hereto for list of officers and directors.

Address:

Vice President:

Address:

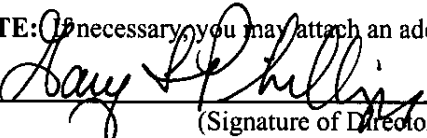
Secretary:

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. Gary L. Phillips, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

OFFICERS AND DIRECTORS OF ASSOCIATED WHOLESALE GROCERS, INC.

Officers

<u>Name</u>	<u>Office/Title</u>	<u>Mailing Address</u>
Gary L. Phillips	President, Chief Executive Officer	5000 Kansas Avenue, Kansas City, Kansas 66106
Jerry Garland	Executive Vice President, Asst. Secretary	5000 Kansas Avenue, Kansas City, Kansas 66106
Robert Z. Walker	Executive Vice President, CFO, Secretary, Treasurer	5000 Kansas Avenue, Kansas City, Kansas 66106
Michael L. Rand	Executive Vice President	5000 Kansas Avenue, Kansas City, Kansas 66106

Directors

<u>Name</u>	<u>Office/Title</u>	<u>Mailing Address</u>
David Ball	Director	5300 Speaker Road, Kansas City, Kansas 66106
Danny Boyle	Director	20941 S. E. 29th Street, Harrah, Oklahoma 73045
Jim Brown	Director	15028 S. Memorial Drive, Bixby, Oklahoma 74008
Dick Casey	Director	2800 E. 32nd Street, Joplin, Missouri 64804
Roger Collins	Director	918 S. Guttensohn, Springdale, Arkansas 72765
Victor Cosentino	Director	8700 E. 63rd, Kansas City, Missouri 64133
Doug Gerard	Director	200 South Towne Blvd., Hollister, Missouri 65672
Bob Hufford	Director	208 Lincoln Drive, Fredericktown, Missouri 63645
Alan McKeever	Director	4216 S. Hocker #100, Independence, Missouri 64055
Chuck Murfin	Director	604 E. South Street, Ozark, Missouri 65721
Dave Nicholas	Director	1931 Boone Village Plaza, Boonville, Missouri 65233
Barry Queen	Director	309 N. Hospital Drive, Paola, Kansas 66071
Pat Raybould	Director	4554 W Street, Lincoln, Nebraska 68505
Jeff Reasor	Director	200 W. Choctaw, Tahlequah, Oklahoma 74464-3808
Donald C. Woods, Jr.	Director	703 E. College, Bolivar, Missouri 65613-2699

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STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



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To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the State of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

ASSOCIATED WHOLESALE GROCERS, INC.

is a regularly and properly organized corporation under the laws of the State of KANSAS, having been incorporated in Kansas on the 11th day of March, A.D. 2004 and has paid all fees due this office and is in good standing according to the records now on file in the office of Secretary of State.

In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
31st day of August, A.D. 2007



RON THORNBURGH
SECRETARY OF STATE