

FD 90000000370

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

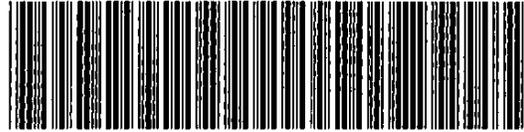
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200142129202

01/28/09--01025--012 \*\*70.00

2009 JAN 28 P 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

JAN 29 2009  
D. A. WHITE

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Grocery Supply Acquisition Corp.  
(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:

Sharon Greene  
(Name of Person)

Nash-Finch Company  
(Firm/Company)

7600 France Avenue South  
(Address)

Edina, MN 55435  
(City/State and Zip code)

For further information concerning this matter, please call:

Jon Dobson at ( 952 ) 844-1147  
(Name of Person) (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. Grocery Supply Acquisition Corp.

(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. 26-3967414

(FEI number, if applicable)

4. 12/16/2008

(Date of incorporation)

5. Perpetual

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

6.

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 7600 France Avenue South, Edina, MN 55435

(Principal office address)

7600 France Avenue South, Edina, MN 55435

(Current mailing address)

8. Wholesale grocery & related products.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(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.

Rickida Jackson

(Registered agent's signature)

Rickida Jackson, Asst. 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.

FILED 2009 JAN 28 P 2:13 SECRETARY OF STATE TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Alec C. Covington

Address: 7600 France Avenue South, Edina, MN 55435

**FILED**

2009 JAN 28 P 2:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Robert B. Dimond

Address: 7600 France Avenue South, Edina, MN 55435

Director: Kathleen M. Mahoney

Address: 7600 France Avenue South, Edina, MN 55435

**B. OFFICERS**

President: Robert B. Dimond

Address: 7600 France Avenue South, Edina, MN 55435

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

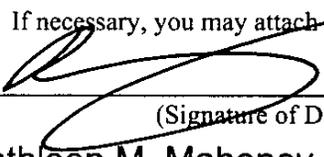
Secretary: Kathleen M. Mahoney

Address: 7600 France Avenue South, Edina, MN 55435

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. Kathleen M. Mahoney, Secretary

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

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GROCERY SUPPLY ACQUISITION CORP." 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 SIXTEENTH DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GROCERY SUPPLY ACQUISITION CORP." WAS INCORPORATED ON THE SIXTEENTH DAY OF DECEMBER, A.D. 2008.

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

2009 JAN 28 P 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



4634349 8300

090045854

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7086830

DATE: 01-16-09