



**COVER LETTER**

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

**SUBJECT:** Golden State Foods 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," or "Certificate of Good Standing" 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:

Catherine Duffy, Ast Corp Secretary  
Name of Person  
Golden State Foods Corp  
Firm/Company  
18301 Von Karman Avenue, Suite 1100  
Address  
Irvine, CA 92612  
City/State and Zip code  
cduffy@goldenstatefoods.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Catherine Duffy at ( 714 ) 949-252-2000  
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 Cop     \$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. GOLDEN STATE FOODS 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 3. 95-2670074  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05/05/1969 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 18301 VON KARMAN, #1100, IRVINE, CA 92612  
(Principal office address)

18301 VON KARMAN, #1100, IRVINE, CA 92612  
(Current mailing address)

8. DISTRIBUTION OF WHOLESALE RESTAURANT FOOD PRODUCTS AND SUPPLIES  
(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

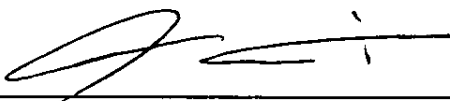
Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(City) (Zip code)

2010 JAN -8 PM 3:4  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

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.*

  
(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 LIST

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

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

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

**B. OFFICERS**

President: SEE ATTACHED LIST

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

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

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

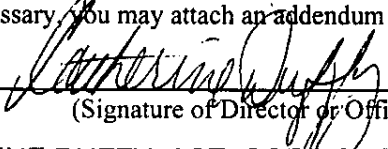
Secretary: \_\_\_\_\_

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. CATHERINE DUFFY, AST. CORP SECRETARY  
(Typed or printed name and capacity of person signing application)

**Golden State Foods Corp.**

a subsidiary of Golden State Enterprises, Inc.

Corporate Officers:

Mark S. Wetterau	Chairman of the Board and CEO	18301 Von Karman Ave., Ste. 1100, Irvine, CA 92612
Michael L. Waitukaitis	Vice Chairman, Exec. V.P. and CFO	Same
Frank Listi	Sr. Exec. V.P.; President-Food Products	Same
Robert Jorge	Sr. V.P.; President-Distribution Group	Same
John Pooley	Corp. V.P.; President-Liquid Products Group	Same
Philip Crane	Corp. V.P.-International Group	Same
Stephen Becker	Corp. V.P.-Human Resources	Same
William D. Sanderson	Corp. V.P. Finance	Same
Larry McGill	Corp. V.P.; Chief Operating Officer Conyers	Same
Dr. Wayne Morgan	Corp. V.P. -Meat Group	Same
John E. Page	Corp. V. P., General Counsel and Secretary	Same
Catherine Duffy	Assistant Secretary	Same
Lisa Gottlieb	Assistant Treasurer	Same

Directors:

Mark Wetterau	18301 Von Karman Ave., Ste. 1100, Irvine, CA 92612
Conrad Wetterau	Same
Sharon Davis	Same
James E. Williams	Same
Richard Gochnauer	Same
Dr. Thomas J. Haggai	Same
Michael L. Waitukaitis	Same
Nabil N. El-Hage	Harvard Business School, Baker Library, #279, Boston, MA 02163

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOLDEN STATE FOODS 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 SEVENTH DAY OF DECEMBER, A.D. 2009.



0711822 8300

091075017

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7682229

DATE: 12-07-09