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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

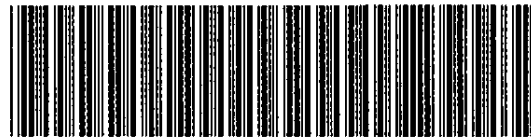
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TALLAHASSEE, FL

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June 3- 2013
5

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: C&S 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," 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:

Cynthia Lake - Paralegal

Name of Person

C&S Wholesale Grocers, Inc.

Firm/Company

7 Corporate Drive

Address

Keene, NH 03431

City/State and Zip code

clake@cswg.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cynthia Lake - Paralegal at (603) 354-4619

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. **C&S Wholesale Services, 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. **04-3564875**

(FEI number, if applicable)

4. **6/27/2001**

(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. **7 Corporate Drive, Keene, NH 03431**

(Principal office address)

7 Corporate Drive, Keene, NH 03431

(Current mailing address)

8. **See Addendum attached hereto.**

(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

(City)

Florida 33324

(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.



(Registered agent's signature)

**SALVA AMENTA-GRAY
SPECIAL 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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Addendum attached hereto.

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. William M. Boyd, III

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. William M. Boyd, III, SVP, General Counsel and Secretary

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

Addendum

Application by Foreign Corporation for Authorization to Transact Business in Florida

8.

To engage in any activity for which a corporation may be formed in Florida and to engage in any and all lawful activities necessary, advisable thereto and to take such other actions necessary.

12.

Officers

Michael F. Newbold, EVP, Chief Administrative Officer, 7 Corporate Drive, Keene, NH 03431

William M. Boyd, III, SVP, General Counsel, Secretary, 7 Corporate Drive, Keene, NH 03431

Gregory S. Keyes, SVP, Treasurer, 7 Corporate Drive, Keene, NH 03431

Marc N. Toyloy, VP, Assistant Secretary, 7 Corporate Drive, Keene, NH 03431

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Delaware

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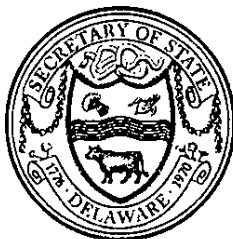
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "C&S WHOLESALE SERVICES, 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-SECOND DAY OF MAY, A.D. 2013.


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13 MAY 29 PM 4:26
SECRETARY OF STATE
DELAWARE

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0453558

DATE: 05-22-13