

F94000004075

CT CORPORATION SYSTEM

454 Norwest Midland
Bank Building
Minneapolis, MN 55401
Tel. 612 333 4315
Fax 612 333 2524

September 23, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800002651228--7
-09/29/98--01033--002
*****35.00 *****35.00

Re: 1) Multifoods Distribution Group, Inc.
f/k/a: VSA, Inc.
2) Multifoods Specialty Distribution, Inc.
Order Number: 1361650

98 SEP 29 PM 12:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madame:

Please see enclosed a withdrawal and evidence of a merger whereby the surviving entity changed its name. Please have the filings completed as soon as possible.

Evidence of the filing can be returned to my attention via regular mail.

Please call me with any questions or problems at our toll-free number: 1-800-626-1773.

Sincerely,



James A. Skjerven
Customer Specialist

/jas

Enclosure(s)

withdr.

VS OCT 6 1998

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Multifoods Specialty Distribution, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
98 SEP 29 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.


200 East Lake Street

(Mailing Address)

Wayzata, MN 55391

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

September 9, 1998

Date

William L. Trubeck

Typed or printed name

Senior Vice President - Finance and CFO

Title