F95000000462

Document Number Only

C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, Ste. 200
Address
Tallahassee, FL. 32301 (904) 656-8298
City State Zip Phone

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-01/30/95--01011--010
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-12/28/94--01124--004
*****70.00 *****70.00

W94-27429

CORPORATION(S) NAME

Canteen Corporation

(X) Profit
( ) NonProfit
( ) Amendment
( ) Merger

(X) Foreign
( ) Dissolution/Withdrawal
( ) Mark

( ) Limited Partnership
( ) Reinstatement
( ) Annual Report
( ) Reservation
( ) Other
( ) Change of R.A.
( ) Fictitious Name

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3:00
12/31/94

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95 JAN 27 PM 4:13

mtn

CR2E031 (1-89)

CANTEEN CORPORATION

To Whom It May Concern:

Re: Canteen Corporation

Date: December 7, 1994

As a part of the recent acquisition of Canteen Corporation, a Delaware corporation, and its affiliates, the acquired companies underwent a reorganization and restructuring. As a result, Canteen Corporation was merged into Canteen Special Services Corporation, a Delaware corporation ("CSSC") and the name of CSSC as the surviving corporation was changed to Canteen Corporation.

With this memo is an application for withdrawal on behalf of "Old" Canteen Corporation and an application for qualification of Canteen Corporation (formerly CSSC).

CANTEEN

2400 Yorkmont Rd. Charlotte, NC 28217
704-329-4000

January 26, 1995

95 JAN 27 AM 11:48

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301

RE: Canteen Corporation

Ladies and Gentlemen:

I am the duly elected secretary of Canteen Corporation, a Delaware Corporation ("Canteen").

Canteen is a the successor by merger to a merger of Canteen Corporation, a Delaware corporation ("Old Canteen") into Canteen Special Services Corporation, a Delaware corporation ("CSSC"). As a part of the merger, the name of the surviving corporation was amended from CSSC to Canteen Corporation.

Prior to the merger, I was also the duly elected secretary of Old Canteen and was familiar with its books and records.

In 1985 Old Canteen was based at 1430 Merchandise Mart, Chicago, Illinois. Following a restructuring, Old Canteen relocated to 203 East Main Street, Spartanburg, South Carolina. Subsequent to Old Canteen's merger with CSSC, Canteen, as the surviving company, relocated to its present location, 2400 Yorkmont Road, Charlotte, North Carolina.

Canteen now owns the right, privileges, immunities, powers, franchises and property, real and personal of CSSC and Old Canteen, including the rights to the trademark, Canteen.

COMPASS

A Member of the Compass Group

Division of Corporations
January 26, 1995
Page Two

This letter is submitted as a part of our application to qualify Canteen in the State of Florida. We will be pleased to supply you with such other documentation that you may require.

Very truly yours,

James A. Marshall
Vice President, General Counsel
and Secretary

95 JAN 27 AM 11:48

JAM/lmj

CORPORATE SEAL

c:\and_dst\corrspo\divcorp.sam

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 28, 1994

CT SYSTEM

SUBJECT: CANTEEN CORPORATION
Ref. Number: W94000027429

95 JAN 27 AM 11:49

We have received your document for CANTEEN CORPORATION and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 994A00054630

Walk-in
Will-Wait 11:00
1-27-95

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

CR2E042

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. Canteen Corporation
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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

3. May 19, 1994
(Date of Incorporation)

4. Perpetual
(Duration)

5. 56-1874931
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 203 East Main Street, Spartanburg, South Carolina 29319
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Delaware.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See attached list of directors

Address: ______________________

Vice Chairman: See attached list of directors

Address: ______________________

Director: See attached list of directors

Address: ______________________

Director: ______________________

Address: ______________________

(FLA.-2189 - 2/1/92)

D. Officers:

President: See attached list of officers

Address: ____________________

Vice President: ____________________

Address: ____________________

Secretary: ____________________

Address: ____________________

Treasurer: ____________________

Address: ____________________

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation ,Florida 33324

Zip Code

11. 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

Registered agent's signature: ____________________

(Officer)

____

(Typed Name and Title of Officer)

Jennifer [illegible] Aultman, Asst. Secy.

12. 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.

13. ____________________

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. James A. Marshall, V. Pres.

(Name and capacity of person signing application)

(FLA.-2189)

CANTEEN CORPORATION

Officers

Joseph A. Aprile, President
5423 Dunedin Lane
Charlotte, NC 28270
SSN: 355-34-4778

Gary R. Green, Chief Financial Officer
5307 Mirabell Road
Pellyn Grove
Charlotte, NC 28226
SSN: 247-95-1468

James A. Marshall, Vice President & Secretary
4012 Shepherdleas Lane
Charlotte, NC 28277
SSN: 303-54-4371

Directors

Michael J. Bailey
18825 Coveside Lane
On the Peninsula
Huntersville, NC 28078

Gary R. Green
5307 Mirabell Road
Pellyn Grove
Charlotte, NC 28226

Francis H. Mackey
Rustwall House
Langton Road
Langton Green
Tunbridge Wells
Kent
England TN3 OBB

Roger J. Matthews
Holme Place
Kingswood Rise
Englefield Green
Egham
Surrey
England TW30 ONG

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CANTEEN CORPORATION" 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 FOURTEENTH DAY OF DECEMBER, A.D. 1994.

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

95 JAN 27 AM 11:45

Edward J. Freel, Secretary of State

AUTHENTICATION 7338118

DATE 12-14-94

2403813 8300

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Document Number Only

FILED

96 JAN 11 PM 1:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City State Zip Phone

904-222-1092

400001588984
-01/11/96--01060--015
*****35.00 *****35.00

CORPORATION(S) NAME

Canteen Corporation

Changed Name to:

Compass Group USA, Inc.

RECEIVED
96 JAN 11 AM 11:18
DIVISION OF CORPORATIONS

( ) Profit ( ) NonProfit ( ) Limited Liability Company	(X) Amendment	( ) Merger
( ) Foreign	( ) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership ( ) Reinstatement	( ) Annual Report ( ) Reservation	( ) Other ( ) Change of R.A. ( ) Fictitious Name
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1/11/96

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N. HENDRICKS JAN 1 1 1996

CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
96 JAN 11 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Canteen Corporation
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: December 28, 1994

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

January 2, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Compass Group USA, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Signature
Name and Title
Michael J. Bailey, President

January 2, 1996
Date

(FLA.- 2251 - 3/19/93)
C T SYSTEM

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CANTEEN CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "COMPASS GROUP USA, INC.", THE SECOND DAY OF JANUARY, A.D. 1996, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

Edward J. Freel, Secretary of State

2403813 8320

960007846

AUTHENTICATION: 7783898

DATE: 01-10-96