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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

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-05/02/95--01033--009
*****70.00 *****70.00

SUBJECT: American FoodService Distributors
(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:

DEE ANN CATLIN

(Name of Person)

SMART & FINAL STORES CORPORATION

(Firm/Company)

4700 S. BOYLE AVE.

(Address)

VERNON, CA 90058

(City, State and Zip Code)

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Should you need to call someone concerning this matter, please call:

DEE ANN CATLIN

(Name of Person)

at (213) 584 - 9832

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

- American FoodService Distributors "COMPANY"
1. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. CALIFORNIA 3. 95-4297895
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/1/90 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 3/28/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 4700 S. Boyle Ave.
Vernon, CA 90058
(Current mailing address)
8. Stockholding Company for Florida based Company
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: 1200 S. Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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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)

Thomas C. Totaro
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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: ROBERT J. EMMONS
Address: 524 CHAPALA ST.
SANTA BARBARA, CA 93101
Vice Chairman: ROGER M. LAVERTY, III
Address: 4700 S. BOYLE AVE.
VERNON, CA 90058
Director: MARTIN A. LYNCH
Address: 4700 S. BOYLE AVE.
VERNON, CA 90058
Director: JAMES GRIFFIN
Address: 4700 S. BOYLE AVE.
VERNON, CA 90058

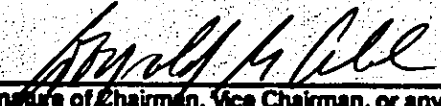
B. OFFICERS

President: JAMES GRIFFIN
Address: 4700 S. BOYLE AVE.
VERNON, CA 90058
Vice President: MARTIN A. LYNCH
Address: 4700 S. BOYLE AVE.
VERNON, CA 90058
Secretary: DONALD G. ALVARADO
Address: 4700 S. BOYLE AVE.
VERNON, CA 90058
Treasurer: MARTIN A. LYNCH
Address: 4700 S. BOYLE AVE.
VERNON, CA 90058

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

DONALD G. ALVARADO, SECRETARY

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

AMERICAN FOODSERVICE DISTRIBUTORS
BUSINESS ADDRESS FOR ALL
OFFICERS AND DIRECTORS

4700 S. BOYLE AVE.
LOS ANGELES, CA 90058

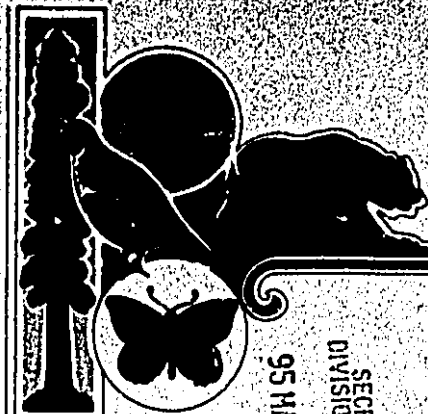
DIRECTORS

ROBERT J. EMMONS
MARTIN A. LYNCH
ROGER M. LAVERTY, III
JAMES GRIFFIN

OFFICERS:

Roger M. Laverty, III.....CEO
James Griffin.....President & COO
Martin A. Lynch.....Executive Vice President & CFO
Donald G. Alvarado.....Vice President & Secretary

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SECRETARY OF STATE'S OFFICE
**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

SECRETARY OF STATE'S OFFICE

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 1ST day of OCTOBER, 19 90

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AMERICAN FOODSERVICE DISTRIBUTORS

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

***IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
10TH day of APRIL 1995***

Bill Jones

Secretary of State