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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: ATLAS EARLMAN, TROP & BORKSON, P.A.  
PO BOX 1461

FT LAUDERDALE FL 33302-4610

FAX: (904) 922-4000

CONTACT: BEVERLY F BRYAN

PHONE: (305) 763-1200

FAX: (305) 523-1952

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DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION

NAME: U.S. FOODS & PHARMACEUTICALS, INC.

FAX AUDIT NUMBER: H96000002576

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/22/1996

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TO TRANSACT BUSINESS IN FLORIDA

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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. U.S. Foods & Pharmaceuticals, Inc.  
(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 as present.)
- 2. Wisconsin  
(State or country under the law of which it is incorporated)
- 3. 39-1785382  
(FEI number, if applicable)
- 4. March 21, 1994  
(Date of Incorporation)
- 5. Perpetual  
(Duration: Year corp. will cease to exist or "Perpetual")
- 6. Upon effectiveness of this Application  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 617.155, F.S.))
- 7. 2984 Triverton Pike  
Madison, WI 53711-5841  
(Current mailing address)

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8. To engage in any and all lawful business permitted under the laws of the United States and Florida  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of States and Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: South Florida Registered Agents, Inc.

Office Address: 200 E. Las Olas Boulevard, Suite 1900  
Ft. Lauderdale, Florida, 33301  
(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.*

Beverly J. Bryan  
(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.

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ROXANNE K. BEILLY, ESQ., FL BAR #851450  
ATLAS, PEARLMAN, TROP & BORKSON,  
81 P.A., 200 E. LAS OLAS BLVD., SUITE 1900  
FORT LAUDERDALE, FLORIDA 33301  
(954) 763-1200

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Rajan V. Venbu

Address: 2984 Triverton Pike, Madison, WI 53711-5841

Vice Chairman: V. Rethinam

Address: 2984 Triverton Pike, Madison, WI 53711-5841

Director: Jim Henderson

Address: 2984 Triverton Pike, Madison, WI 53711-5841

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

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

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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Rajan V. Venbu

and Treasurer  
Address: 2984 Triverton Pike, Madison, WI 53711-5841

Vice President: V. Rethinam

Address: 2984 Triverton Pike, Madison, WI 53711-5841

Secretary: Jim Henderson

& Vice President:  
Address: 2984 Triverton Pike, Madison, WI 53711-5841

Treasurer: \_\_\_\_\_

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

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

13. Rajan V. Venbu Feb 20 1996  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

*United States of America*

State of Wisconsin

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OFFICE OF THE SECRETARY OF STATE

*To All to Whom These Presents Shall Come, Greeting:*

I, DOUGLAS LA FOLLETTE, Secretary of State of the State of Wisconsin, hereby certify that

U.S. FOODS & PHARMACEUTICALS, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is MARCH 21, 1994.

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I further certify that said corporation has, during its most recently completed report year, filed with this office an annual report required by sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes, and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on FEBRUARY 20, 1996.



*Douglas La Follette*

DOUGLAS LA FOLLETTE  
Secretary of State

BY: *M. Skizic*

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*The above certificate contains the statements prescribed by the Wisconsin Business Corporation Law for a certificate of status. Under current law, the status of a corporation is not described in terms of "good" or "bad" standing.*