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F96000005435

CSC networks

PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 122486 4319531

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : October 16, 1996

ORDER TIME : 10:11 AM

ORDER NO. : 122486-010

CUSTOMER NO: 4319531

700001981347--9

CUSTOMER: Linda F. Hartdegen, Legal Asst
Sysco Corporation
1390 Enclave Parkway

Houston, TX 770772099

FOREIGN FILINGS

NAME: SYSCO FOOD SERVICES OF
SOUTHEAST FLORIDA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

FILED
96 OCT 21 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/21
RECEIVED
96 OCT 21 AM 11:08
DIVISION OF CORPORATION

**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:**

1. Sysco Food Services of Southeast Florida, 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 at present.)
2. Delaware 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 16, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Not yet transacting business; will start doing business as of qualification.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 1390 Enclave Parkway
Houston, TX 77077
(Current mailing address)
8. Broadline wholesale food service distribution company providing both food and
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
food related products.
9. Name and street address of Florida registered agent:
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: Debra L. Vincent
(Registered agent's signature) Debra L. Vincent
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: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

Secretary: _____

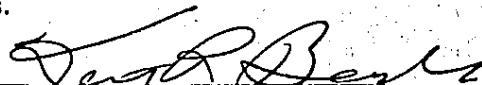
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. Kent R. Berke, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

SYSCO FOOD SERVICES OF SOUTHEAST FLORIDA, INC.

Directors:

**Thomas P. Kurz
1390 Enclave Parkway
Houston, TX 77077**

Officers:

President

**Thomas P. Kurz
1390 Enclave Parkway
Houston, TX 77077**

**Vice President and
Secretary**

**Kent R. Berke
1390 Enclave Parkway
Houston, TX 77077**

Assistant Secretary

**Lynn H. Spiers
1390 Enclave Parkway
Houston, TX 77077**

Treasurer

**Diane S. Day
1390 Enclave Parkway
Houston, TX 77077**

Assistant Treasurer

**Connie S. Brooks
1390 Enclave Parkway
Houston, TX 77077**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

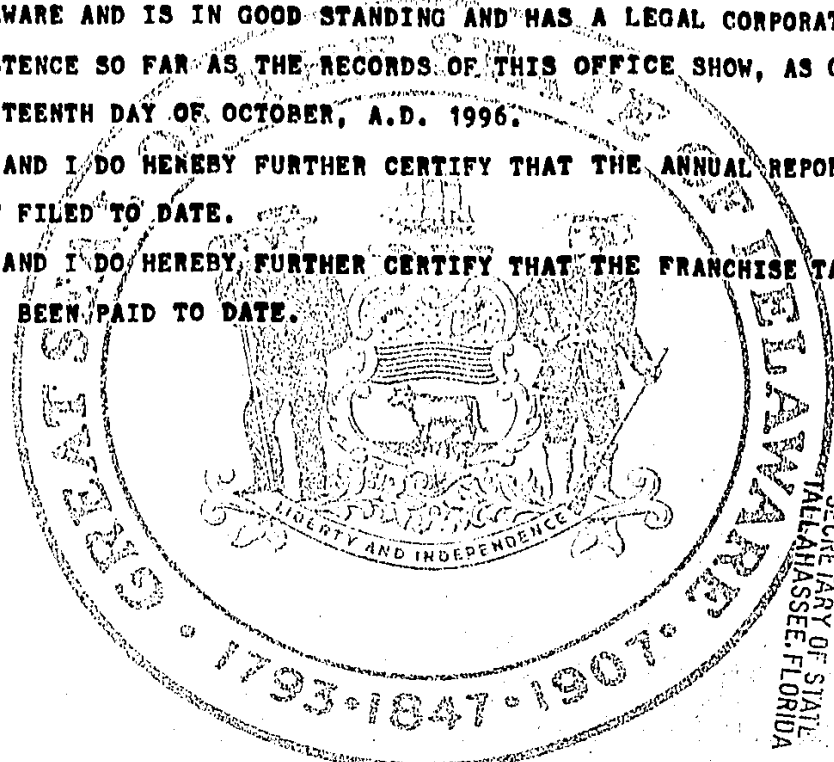
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SYSCO FOOD SERVICES OF ATLANTA, 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 EIGHTEENTH DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
96 OCT 21 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8152482

DATE: 10-18-96