



F97000006090

ACCOUNT NO. : 072100000032

REFERENCE : 602837 4718168

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : November 17, 1997

ORDER TIME : 9:58 AM

ORDER NO. : 602837-005

CUSTOMER NO: 4718168

CUSTOMER: Ms. Mary T. Brown
Berwind Corporation--legal
3000 Centre Sq West
1500 Market St
Philadelphia, PA 19102

300002350693

FOREIGN FILINGS

NAME: BERGEN OF FLA-NJ, 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: Christopher Smith

DIVISION OF CORPORATION

97 NOV 18 AM 11:53

RECEIVED

97 NOV 18 PM 1:05
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. Bergen of FLA-NJ, 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. New Jersey 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 16, 1997 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. GSB Building, Suite 401
One Belmont Ave.
Bala Cynwyd, PA 19004
(Current mailing address)

8. Invest in real estate
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

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: _____

(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.

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)

President:

~~Chairman:~~ Daniel M. DiLella

Address: GSB Building, Suite 401
One Belmont Ave.
Bala Cynwyd, PA 19004

Vice Chairman: Barry Howard

Address: GSB Building, Suite 401
One Belmont Ave.
Bala Cynwyd, PA 19004

Director:

Address:

Director:

Address:

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

President:

Address: See Attached

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

13.

Loretta M. Kelly

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

LORETTA M. KELLY
VICE PRESIDENT

14.

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

ATTACHEMENT

Barry Howard	Chairman of the Board, Vice President and Assistant Secretary
Daniel M. DiLella	President and Assistant Secretary
Arthur P. Pasquarella	Executive Vice President and Assistant Secretary
Scott A. Williams	Senior Vice President and Assistant Secretary
Robert K. Maloney	Senior Vice President, Treasurer and Assistant Secretary
Roy C. Perry	Senior Vice President and Assistant Secretary
William D. Black	Vice President and Assistant Secretary
Loretta M. Kelly	Vice President and Secretary
Kathleen M. Lynch	Vice President and Assistant Secretary
Joan H. Pedersen	Vice President and Assistant Secretary
Joseph F. Mullen	Vice President and Assistant Secretary
Elizabeth A Owens	Vice President and Assistant Secretary
Linda J. Rothenberger	Assistant Secretary
David K. Barndt	Vice President and Assistant Secretary
Bruce J. McKenney	Assistant Treasurer
Mary A. LaRue	Assistant Secretary
Cathy J. Behar	Assistant Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 18 PM 1:06

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

BERGEN OF FLA-NJ, INC.
With the Previous or Alternate Name
BERGEN OF NORTH BRUNSWICK, INC.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on October 16, 1997.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

*Br Management Corporation
50 W.State Street
C/O State Str. Sq.
Trenton, NJ 08608*

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STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

BERGEN OF FLA-NJ, INC.
With the Previous or Alternate Name
BERGEN OF NORTH BRUNSWICK, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
17th day of November, 1997

Lonna R. Hooks

LONNA R HOOKS
Secretary of State

97 NOV 18 PM 1:06