

F98000002249

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Always Fresh, Inc.
(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:

Frances Pellegrino Puhl
(Name of Person)

Associated Wholesale Grocers, Inc.
(Firm/Company)

P. O. Box 2932
(Address)

Kansas City, Kansas 66110-2932
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-04/20/98--01120--009
****131.25 ****131.25

Jen J. Augustine at (913) 288-1506
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

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



Associated Wholesale Grocers, Inc.

Direct Dial No. (913) 288-1506
Telecopier No. (913) 288-1573

5000 Kansas Avenue • P.O. Box 2932
Kansas City, Kansas 66110-2932 • (913) 288-1000

April 16, 1998

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Always Fresh, Inc., a Kansas corporation

Ladies and Gentlemen:

Enclosed please find the following information in connection with the application of the above-referenced corporation to transact business in the state of Florida:

1. Transmittal Letter.
2. Application by Foreign Corporation for Authorization to Transact Business in Florida.
3. Acceptance of Appointment by CT Corporation System to act as registered agent in the state of Florida.
4. Original Certificate of Good Standing issued by the State of Kansas dated March 13, 1998.
5. A check in the amount of \$131.25 itemized as follows:
 - a. \$70.00 for the registration fee.
 - b. \$8.75 for a certificate of status.
 - c. \$52.50 for certified copy of registration.

Please forward confirmation of the registration and all other correspondence to the attention of Frances Pellegrino Puhl, General Counsel, Associated Wholesale Grocers, Inc., P. O. Box 2932, Kansas City, Kansas 66110-2932.

If you have any questions, please do not hesitate to call me. Thank you for your assistance in this matter.

Very truly yours,

ASSOCIATED WHOLESALE GROCERS, INC.

Jen J. Augustine
Associate General Counsel

JJA:lj

Enclosures

cc: Douglas M. Carolan
Frances Pellegrino Puhl, Esq.

**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. Always Fresh, 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. Kansas 3. 48 1198165
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 18, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Business has not yet commenced.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. P. O. Box 2932
Kansas City, Kansas 66110 2932
(Current mailing address)
8. To engage in any lawful act or activity permitted by the General Corporation Code of
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) Kansas.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: CT Corporation System
- Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

(See attached Acceptance of Appointment)

(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.

ACCEPTANCE OF APPOINTMENT

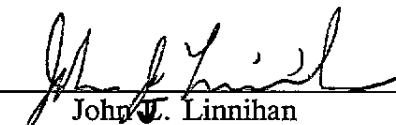
RE: ALWAYS FRESH, INC. (KS DOM)

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: February 27, 1998

C T CORPORATION SYSTEM

By


John W. Linnihan
Assistant Vice President

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TALLAHASSEE FLORIDA

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: Douglas M. Carolan

Address: 5000 Kansas Avenue

Kansas City, Kansas 66106

Vice Chairman: _____

Address: _____

Director: Gary L. Phillips

Address: 5000 Kansas Avenue

Kansas City, Kansas 66106

Director: Tom Williams

Address: 5000 Kansas Avenue

Kansas City, Kansas 66106

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

President: Douglas M. Carolan

Address: 5000 Kansas Avenue

Kansas City, Kansas 66106

Executive
Vice President: Tom Williams

Address: 5000 Kansas Avenue

Kansas City, Kansas 66106

Vice President,
Secretary: Gary L. Phillips

& Treasurer

Address: 5000 Kansas Avenue

Kansas City, Kansas 66106

Treasurer: _____

Address: _____

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)

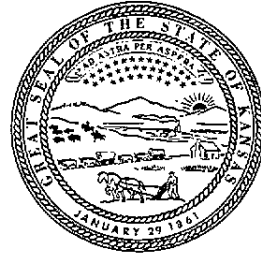
14. Douglas M. Carolan, President

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporation and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

ALWAYS FRESH, INC.

is a regularly and properly organized corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 18th day of February, A.D. 1998 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

In testimony whereof:

I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
13th day of March, A.D. 1998



RON THORNBURGH
SECRETARY OF STATE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA