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F990000001343

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

PYA/MONARCH, INC.

800002801108--0

-03/10/99--01078--017

*****70.00 *****70.00

800002801108--0

-03/10/99--01078--018

*****8.75 *****8.75

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☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other ucc Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

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JEFFREY D. BUTTERFIELD

File Second

**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. PYA/Monarch, 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. Maryland

(State or country under the law of which it is incorporated)

3. 36-2998724

(FEI number, if applicable)

4. June 25, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. c/o Sara Lee Corporation, Three First National Plaza, Chicago,

Illinois 60602

(Current mailing address)

8. The Company will distribut food & grocery products to volume feeding
operations such as restaurents, hotels, industrial, cafeterias, schools and hospita
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.*

James M. Halpin
(Registered agent's signature) (Officer)

James M. Halpin, Assistant Secretary

(Type Name and Title of Officer)

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 of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

**PYA/MONARCH, INC.
OFFICER'S AND DIRECTOR'S**

William McFall Pearce	-	President and Chief Executive Officer *
Kelly A. Elliott	-	Vice President, Chief Financial Officer, Assistant Secretary and Assistant Treasurer *
Dan Gibson	-	Vice President and Assistant Secretary *
Richard F. O'Brien	-	Vice President and Assistant Secretary *
Lee Poole	-	Corporate Controller *
R. Keith Campbell	-	Vice President, Assistant Secretary and Assistant Treasurer *
Janet L. Kelly	-	Vice President and Secretary **
David B. Ellis	-	Treasurer **
Roderick A. Palmore	-	Vice President and Assistant Secretary, Director **
R. Henry Kleeman	-	Vice President and Assistant Secretary, Director **
John J. Witzig	-	Vice President and Assistant Secretary **
Gary H. Pilnick	-	Vice President and Assistant Secretary **
Donald L. Meier	-	Vice President **
Gary C. Grom	-	Vice President **
Arthur J. DeBaugh	-	Assistant Secretary ***
Vincent Coffey	-	Assistant Secretary **
James C. Clousing	-	Assistant Secretary **
James K. Hahn	-	Assistant Secretary **
Therese Carr	-	Assistant Secretary **
Douglas Zak	-	Assistant Secretary **
Edward Cunneen	-	Assistant Secretary **

* PYA/Monarch, Inc., 80 International Drive, Suite 200, Greenville, South Carolina 29602
 ** c/o Sara Lee Corporation, Three First National Plaza, Chicago Illinois, 60602
 *** c/o Sara Lee Corporation, 470 Hanes Mill Road, Winston-Salem, North Carolina, 27105

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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. John J. Witzig, Vice President _____
(Typed or printed name and capacity of person signing application)

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STATE OF MARYLAND

714324

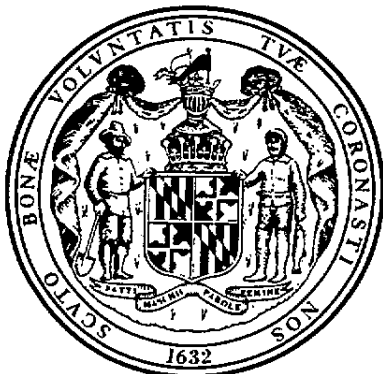
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, RITA WINSTON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT PYA/MONARCH, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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TALLAHASSEE, FLORIDA



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 9TH DAY OF MARCH, 1999.

Rita Winston
RITA WINSTON
CHARTER DIVISION