

F99000003247

PAUL, HASTINGS, JANOFSKY & WALKER LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

695 TOWN CENTER DRIVE
COSTA MESA, CALIFORNIA 92626-1924
TELEPHONE (714) 668-6200

TOWER 42
25 OLD BROAD STREET
LONDON EC2N 1HQ
TELEPHONE (44) (20) 7562 4000

555 SOUTH FLOWER STREET
LOS ANGELES, CALIFORNIA 90071-2371
TELEPHONE (213) 683-6000

399 PARK AVENUE
NEW YORK, NEW YORK 10022-4697
TELEPHONE (212) 318-6000

600 PEACHTREE STREET, N.E.
SUITE 2400

ATLANTA, GEORGIA 30308-2222

TELEPHONE (404) 815-2400

FACSIMILE (404) 815-2424

INTERNET WWW.PHJW.COM

ROBERT P. HASTINGS (1910-1996)
COUNSEL
LEE G. PAUL
LEONARD S. JANOFSKY
CHARLES M. WALKER

345 CALIFORNIA STREET
SAN FRANCISCO, CALIFORNIA 94104-2635
TELEPHONE (415) 838-1600

1055 WASHINGTON BOULEVARD
STAMFORD, CONNECTICUT 06901-2217
TELEPHONE (203) 961-7400

ARK MORI BUILDING
12-32, AKASAKA 1-CHOME
MINATO-KU, TOKYO 107, JAPAN
TELEPHONE (03) 3585-4711

1299 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20004-2400
TELEPHONE (202) 508-9500

WRITER'S DIRECT ACCESS

404/815-2157
klburns@phjw.com

November 14, 2000

OUR FILE NO.

14581.37817

VIA U.S. EXPRESS MAIL

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700003470327--5
-11/20/00--01079--032
*****35.00 *****35.00

Re: Name Change Amendment for Foreign (Georgia) Profit Corporation
Former Name: Hoshizaki Florida Distribution Center, Inc.
New Name: Hoshizaki Southeastern Distribution Center, Inc.

Dear Sir or Madam:

Enclosed please find for filing on behalf of Hoshizaki Southeastern Distribution Center, Inc. a completed **Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida**, along with a certified copy of the corporation's Articles of Incorporation and Articles of Amendment filed with the Georgia Secretary of State's office evidencing the name change. I have also enclosed this Firm's check in the amount of \$35.00 in payment of the filing fee.

Please file this amendment documentation, and return a stamp-filed copy to me in the enclosed S.A.S.E. Thank you very much for your assistance, and feel free to call me with any questions regarding this matter.

Sincerely,

Kristin L. Burns

Kristin L. Burns

for PAUL, HASTINGS, JANOFSKY & WALKER LLP

Enclosures
ATL/736860.1

FILED
DEC 27 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ac
M/C
1-2-01

LAW OFFICES OF
PAUL, HASTINGS, JANOFSKY & WALKER LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

695 TOWN CENTER DRIVE
COSTA MESA, CALIFORNIA 92626-1924
TELEPHONE (714) 568-6200

TOWER 42
25 OLD BROAD STREET
LONDON EC2N 1HQ
TELEPHONE (44) (20) 7562 4000

555 SOUTH FLOWER STREET
LOS ANGELES, CALIFORNIA 90071-2371
TELEPHONE (213) 683-6000

399 PARK AVENUE
NEW YORK, NEW YORK 10022-4897
TELEPHONE (212) 318-6000

600 PEACHTREE STREET, N.E.

SUITE 2400

ATLANTA, GEORGIA 30308-2222

TELEPHONE (404) 815-2400

FACSIMILE (404) 815-2424

INTERNET www.phjw.com

ROBERT P. HASTINGS (1910-1996)
COUNSEL
LEE G. PAUL
LEONARD S. JANOFSKY
CHARLES M. WALKER

345 CALIFORNIA STREET
SAN FRANCISCO, CALIFORNIA 94104-2635
TELEPHONE (415) 835-1600

1055 WASHINGTON BOULEVARD
STAMFORD, CONNECTICUT 06901-2217
TELEPHONE (203) 981-7400

ARK MORI BUILDING
12-32, AKASAKA 1-CHOME
MINATO-KU, TOKYO 107, JAPAN
TELEPHONE (03) 3586-4711

1299 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20004-2400
TELEPHONE (202) 508-9500

December 21, 2000

WRITER'S DIRECT ACCESS

OUR FILE NO.

404/815-2157
klburns@phjw.com

14581.37817

VIA U.S. EXPRESS MAIL

Amendment Section
Florida Department of State, Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **Re-submission of Returned Document**

Name Change Amendment for Foreign (Georgia) Profit Corporation

Former Name: Hoshizaki Florida Distribution Center, Inc.

New Name: Hoshizaki Southeastern Distribution Center, Inc.

Dear Sir or Madam:

Enclosed please find a copy of your Division's letter regarding your return of the amendment documents and one original **Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida**, signed by Mitsushiro Nomura, an officer of the corporation, for filing. Also enclosed for re-submission is the certified copy of the corporation's Articles of Incorporation and Articles of Amendment filed with the Georgia Secretary of State's office evidencing the name change. I submitted this Firm's check in the amount of \$35.00 in payment of the filing fee when I originally submitted this filing on November 14, 2000.

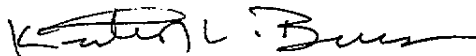
RECEIVED
00 DEC 27 PM 12:42
DIVISION OF CORPORATIONS

PAUL, HASTINGS, JANOFSKY & WALKER LLP

Florida Department of State
Corporations Division
December 21, 2000
Page 2

Please file this amendment documentation, and return a stamp-filed copy to me in the enclosed S.A.S.E. Thank you very much for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Kristin L. Burns". The signature is fluid and cursive, with the first name "Kristin" and last name "Burns" clearly distinguishable.

Kristin L. Burns
for PAUL, HASTINGS, JANOFSKY & WALKER LLP

Enclosures
ATL/745376.1



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 4, 2000

PAUL HASTINGS ETAL
ATTN: KRISTIN BURNS
600 PEACHTREE ST., NE STE 2400
ATLANTA, GA 30308-2222

SUBJECT: HOSHIZAKI FLORIDA DISTRIBUTION CENTER, INC.
Ref. Number: F99000003247

We have received your document for HOSHIZAKI FLORIDA DISTRIBUTION CENTER, INC. and check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 900A00061250

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

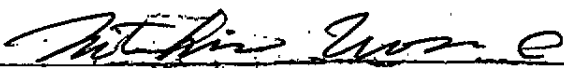
SECTION I
(1-3 MUST BE COMPLETED)

1. Hoshizaki Florida Distribution Center, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Georgia 3. 06/23/1999
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 17, 2000
5. Hoshizaki Southeastern Distribution Center, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
n/a
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
n/a
New Jurisdiction

FILED
00 DEC 27 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Signature

12-18-00
Date

MITSUHIRO NOMURA
Typed or printed name

TREASURER
Title

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 003160063
CONTROL NUMBER : K922403
DATE INC/AUTH/FILED: 05/28/1999
JURISDICTION : GEORGIA
PRINT DATE : 11/11/2000
FORM NUMBER : 215

PAUL HASTINGS JANOFSKY & WALKER
KRISTIN BURNS
600 PEACHTREE ST NE STE 2400
ATLANTA, GA 30308

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

HOSHIZAKI SOUTHEASTERN DISTRIBUTION CENTER, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 001990966
CONTROL NUMBER: K922403
EFFECTIVE DATE: 07/17/2000
REFERENCE : 0093
PRINT DATE : 08/01/2000
FORM NUMBER : 611

PAUL HASTINGS JANOWSKY & WALKER
KRISTIN L. BURNS
600 PEACHTREE ST., #2400
ATLANTA, GA 303082222

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

HOSHIZAKI FLORIDA DISTRIBUTION CENTER, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

HOSHIZAKI SOUTHEASTERN DISTRIBUTION CENTER, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in cursive script, reading "Cathy Cox".

Cathy Cox
Secretary of State

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HOSHIZAKI FLORIDA DISTRIBUTION CENTER, INC.

001990966

KA22403
001990963

1.

The name of the corporation is "HOSHIZAKI FLORIDA DISTRIBUTION CENTER, INC.".

2.

The Articles of Incorporation of the corporation are amended by striking the existing Article I in its entirety and inserting in lieu and instead thereof the following:

"The name of the corporation is: Hoshizaki Southeastern Distribution Center, Inc."

3.

The foregoing amendment of the Articles of Incorporation of the corporation was duly adopted by the Board of Directors of the corporation as of June 30, 2000 and recommended to the shareholders of the corporation. The above amendment was adopted by the shareholders of the corporation as of June 30, 2000 in accordance with the provisions of O.C.G.A. § 14-2-1003.

IN WITNESS WHEREOF, Hoshizaki America, Inc. has caused these Articles of Amendment to the Articles of Incorporation of the corporation to be executed by its duly authorized officer, as of the 30th day of June, 2000.

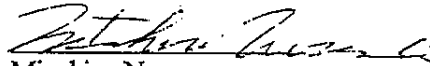
HOSHIZAKI AMERICA, INC.

By: Toshio Mase
Name: TOSHIO MASE
Title: PRESIDENT

CERTIFICATE REGARDING
REQUEST FOR PUBLICATION
OF NOTICE OF CHANGE OF CORPORATE NAME

The undersigned hereby certifies that a request for publication of a Notice of Change of Corporation Name for Hoshizaki Florida Distribution Center, Inc., has been made in the appropriate newspaper in the county of the registered office of the Corporation and payment therefore has been made as required by Section 14-2-1006.1 of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of this 24th day of July, 2000.


Misuhiro Nomura
Treasurer

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: K922403
EFFECTIVE DATE: 05/28/1999
COUNTY : FULTON
REFERENCE : 0045
PRINT DATE : 06/01/1999
FORM NUMBER : 311

SARAH K. KEECH
PAUL, HASTINGS, JANOFSKY & WALKER LLP
600 PEACHTREE ST., STE. 2400
ATLANTA, GA 30308

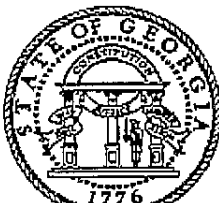
CERTIFICATE OF INCORPORATION

I, Cathy Cox, the Secretary of State and the Corporations
Commissioner of the State of Georgia, do hereby certify under the
seal of my office that

HOSHIZAKI FLORIDA DISTRIBUTION CENTER, INC.
A DOMESTIC PROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia
on the effective date stated above by the filing of articles of
incorporation in the Office of the Secretary of State and by the
paying of fees as provided by Title 14 of the Official Code of
Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the
State of Georgia on the date set forth above.



A handwritten signature in cursive script, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

**ARTICLES OF INCORPORATION
OF
HOSHIZAKI FLORIDA DISTRIBUTION CENTER, INC.**

ARTICLE I

The name of the Corporation is "Hoshizaki Florida Distribution Center, Inc."

ARTICLE II

The Corporation shall have authority to issue not more than 8,000,000 shares of no par value capital stock, all of which shall be of the same class and designated the "Common Stock."

ARTICLE III

The street address and county of the initial registered office of the Corporation is:

Paul, Hastings, Janofsky & Walker LLP
600 Peachtree Street, N.E.
Suite 2400
Atlanta, GA 30308
Fulton County

The initial registered agent of the Corporation at such address is Sarah K. Keech.

ARTICLE IV

The name and address of the incorporator is:

Sarah K. Keech
Paul, Hastings, Janofsky & Walker, LLP
600 Peachtree Street, N.E.
Suite 2400
Atlanta, GA 30308

ARTICLE V

The mailing address of the initial principal office of the Corporation is:

5589 Commonwealth Avenue
Jacksonville, FL 32254

ARTICLE VI

The initial Board of Directors of the Corporation shall consist of four members whose names are as follows:

Name

Atsuya Terada
Jack Antell
Toshio Mase
Mitsuhiro Nomura

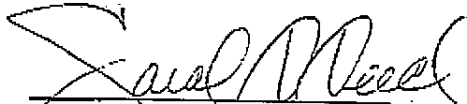
ARTICLE VII

Pursuant to the Georgia Business Corporation Code, Section 14-2-704, any action required by the Georgia Business Corporation Code to be taken at a meeting of the shareholders and any action which may be taken at a meeting of the shareholders may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such action at a meeting of shareholders at which all shares entitled to vote were present and voted, subject to the limitations and notice requirements of Section 14-2-704.

ARTICLE VIII

No director of the Corporation shall be personally liable to the corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, provided that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Georgia Business Corporation Code as amended from time to time, or any law governing such matters which replaces the Georgia Business Corporation Code.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this __ day of May, 1999.


Sarah K. Keech

Incorporator

SECRETARY OF STATE

MAY 26 3 05 PM '99



CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

Suite 315, West Tower, 2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information on the Internet
<http://www.sos.state.ga.us>

ROBERT RAY, JR.
Assistant Secretary of State -
Operations


WARREN H. RARY
Director

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	<u>K91520005</u>	PENDING #	<u>P980286</u>	CONTROL #	<u>K922403</u>
DOCKET CODE	<u>311</u>	DATE FILED	<u>5-28-99</u>	AMOUNT RECEIVED	<u>160.00</u>
				CHECK/ RECEIPT #	<u>36825</u>
TYPE CODE	<u>DP</u>	EXAMINER	<u>45</u>	JURISDICTION (COUNTY) CODE	<u>080</u>

NOTICE TO APPLICANT. PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.

1.	<u>K91470087</u> Corporate Name Reservation Number <u>Hoshizaki Florida Distribution Center, Inc.</u> Corporate Name		
2.	<u>Sarah K. Keech</u> Applicant/Attorney <u>Paul, Hastings, Janofsky & Walker LLP</u> <u>600 Peachtree Street, Suite 2400</u> Address <u>Atlanta</u> City	<u>GA</u> State	<u>404-815-2113</u> Telephone Number <u>30308</u> Zip Code
3.	<p>I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law. Mail or deliver to the Secretary of State, at the above address, the following:</p> <ol style="list-style-type: none">1) This transmittal form2) The original and one copy of the Articles of Incorporation3) A filing fee of \$60.00 payable to Secretary of State <div style="display: flex; justify-content: space-between;"><div> Authorized Signature</div><div><u>5/27/99</u> Date</div></div> <p style="text-align: center;">FILING FEES ARE NON - REFUNDABLE</p> <p style="text-align: right;">FORM 227</p>		