



THE UNITED STATES
CORPORATION
COMPANY

MD 0000000261

ACCOUNT NO. : 072100000032

REFERENCE : 985496 7116579

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 60.00

ORDER DATE : January 31, 2001

ORDER TIME : 2:25 PM

ORDER NO. : 985496-010

CUSTOMER NO: 7116579

CUSTOMER: Ms. Aileen Donovan Collender
Miles & Stockbridge
10 Light Street

700003634707--1

Baltimore, MD 21202

ARTICLES OF MERGER

PARKWAY FOOD SERVICE, INC.

INTO

USF/PARKWAY FOOD SERVICE,
LLC

APPROVED
AND
FILED
01 FEB -5 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____. CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EXT: 1156
EXAMINER'S INITIALS: JB

2-6-01

ARTICLES OF MERGER
Merger Sheet

MERGING:

PARKWAY FOOD SERVICE, INC., A FLORIDA ENTITY 377428

into

USF/PARKWAY FOOD SERVICE, LLC, a Delaware entity M01000000261

File date: February 5, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 60.00

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1109, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Parkway Food Service, Inc. 5160 140 th Avenue North Clearwater, Florida 34620	Florida	Corporation

Florida Document/Registration Number: 377428 FEI Number: 59-1314281

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. USF/Parkway Food Service, LLC 9755 Patuxent Woods Drive Columbia, Maryland 21046	Delaware	Limited liability company

Florida Document/Registration Number: M01000000261 FEI Number: 52-2291728

THIRD: The attached Plan and Agreement of Merger meets the requirements of section 607.1108, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

FOURTH: The attached Plan and Agreement of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The surviving entity, a Delaware limited liability company, hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of each domestic corporation that is a party to the merger.

SIXTH: The surviving entity, a Delaware limited liability company, agrees to pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under section 607.1302, Florida Statutes.

SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

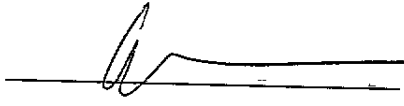
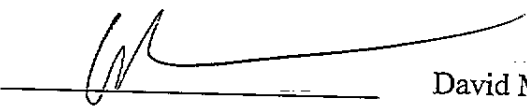
EIGHTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

NINTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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TALLAHASSEE, FLORIDA

TENTH: Signature(s) for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
USF/Parkway Food Service, LLC		David M. Abramson Executive Vice President and Secretary of U.S. Foodservice, Inc., its sole member
Parkway Food Service, Inc.		David M. Abramson Executive Vice President and Secretary

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AND
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TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

The following plan and agreement of merger, dated as of February 2, 2001, which was adopted and approved by each party to the merger in accordance with section 607.1107, is being submitted in accordance with section 607.1108, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Parkway Food Service, Inc.	a Florida corporation

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
USF/Parkway Food Service, LLC	a Delaware limited liability company

THIRD:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

At the effective time of the merger, by virtue of the merger, all of the issued and outstanding shares of the merging corporation shall not be converted in any way, but each such share shall be surrendered and extinguished.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

At the effective time of the merger, by virtue of the merger, any rights to acquire interests, shares, obligations or other securities of the merging corporation shall not be converted in any way, but each such right shall be surrendered and extinguished.

FOURTH: The surviving limited liability company is to be managed by its sole member.

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FIFTH: All other statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

No other statements required.

SIXTH: Other provisions, if any, relating to the merger:

- A. The Certificate of Formation and the Operating Agreement of the surviving limited liability company as they exist at the effective time of the merger, shall be the Certificate of Formation and the Operating Agreement of the surviving limited liability company following the effective time, unless and until the same shall be amended in accordance with Delaware law.
- B. This Plan and Agreement of Merger constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions set forth.

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AND
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TALLAHASSEE, FLORIDA


IN WITNESS WHEREOF, each of the parties hereto has caused this Plan and Agreement of Merger to be executed by the following officers:

USF/PARKWAY FOOD SERVICE, LLC



David M. Abramson
Executive Vice President and Secretary of
U.S. Foodservice, Inc., its sole member

PARKWAY FOOD SERVICE, INC.



David M. Abramson
Executive Vice President and Secretary

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