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FOREIGN LIMITED LIABILITY COMPANY

Pro*Act, LLC

Certificate of Status	0
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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Pro*Act, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 77-0437487
(FEI number, if applicable)
4. August 30, 1996
(Date of Organization)
5. September 1, 2046
(Duration: Year limited liability company will cease to exist or "perpetual")
6. March 1, 2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 22 Lower Ragsdale Drive, Suite A
Monterey, CA 93940
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

See attached Continuation Sheet A.

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

See attached Continuation Sheet B.

[Signature]
Signature of a member or an authorized representative of a member.
(In accordance with section 608.403(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Greg Yancey Manager and Chairman of Executive Committee
Typed or printed name of signee

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SECRETARY OF STATE

CONTINUATION SHEET A

Question 9. The name and usual business address of the managing members or managers are as follows:

Executive Committee Chairman

Greg Yancey
Yancey's Foodservice
Loveland/Ft. Collins Airpark
5820 Piper Drive
Loveland, CO 80538

Western Regional Director

Phillip Muir
Muir Copper Canyon Farms
68 South Main, Suite 900
Salt Lake City, UT 84101

Vice Chairman

Dominic Caldara
Get Fresh Sales
950 Pilot Road, Suite D
Las Vegas, NV 89119

At-Large Director

Mark Whitehurst
Royal Food Service
3720 Zip Industrial Blvd.
Atlanta, GA 30354

Secretary/Treasurer

Charles Gilbert
Heam Kirkwood
7251 Standard Drive
Hanover, MD 21076

Northeast Regional Director

John King
J. Kings Foodservice Professionals
700 Furrows Road
Holtsville, NY 11742

Southeast Regional Director

Norman Saville
Saville Produce Co.
3606 Acorn Avenue
Newport News, VA 23607-3230

Mid-America Regional Director

George Finch
Third Coast Produce
3145 Produce Row
Houston, TX 77023

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CONTINUATION SHEET B

Question 11. Nature of business or purposes to be conducted or promoted in Florida:

The Company's business to be conducted or promoted in Florida shall be to engage in any lawful act or activity for which a limited liability company may be organized under Chapter 608 of the Florida Statutes, including, but not limited to, the following:

(a) To purchase, import, export, distribute, warehouse, sell, handle, process, produce, pack, manufacture, or cause to be packed, processed, manufactured or produced, ship and advertise food commodities and food products of all kinds, whether packaged, canned, fresh, preserved, frozen or in any other state, including supplies, and kindred and related merchandise;

(b) To otherwise purchase, acquire, hold, own, sell, pledge, encumber, mortgage, dispose of or generally deal in any merchandise, products or property of any nature whatsoever, whether real, personal, or mixed, tangible or intangible;

(c) To acquire, purchase, own, hold, sell, lease, license, pledge, encumber, mortgage or to otherwise deal in or dispose of trade names and trademarks and patents;

(d) To render services to its Members by utilizing their united efforts for the efficient and economical purchase, distribution and handling of products sold or distributed through their business establishments for the benefit of the Members and to effect all possible economies with respect thereto; and

(e) To act as principal or agent in carrying out the above purposes.

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Pro*Act, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



(Signature)

TRACI HOUCK
SPECIAL ASSISTANT SECRETARY

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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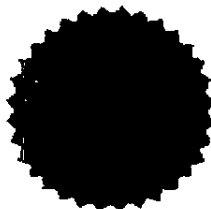
Delaware

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRO*ACT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2662637 8300

AUTHENTICATION: 2773235

030760922

DATE: 11-25-03