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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

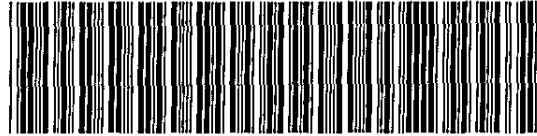
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 313856 7459624

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
05 APR 18 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 13, 2005

ORDER TIME : 9:46 AM

ORDER NO. : 313856-005

CUSTOMER NO: 7459624

CUSTOMER: Marcella Mckenzie
Advantage Sales & Marketing
Suite 600
19100 Von Karman Avenue
Irvine, CA 92612

FOREIGN FILINGS

NAME: ADVANTAGE SALES & MARKETING
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Advantage Sales & Marketing LLC
(Name of Foreign Limited Liability Company)

2. California 3. 33-0777131
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. October 8, 1997 5. 12-31-2048
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. April 1, 2005
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 19100 Von Karman Avenue, Suite 600, Irvine, CA 92612
(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:

Please see Attachment A to this application

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: _____

To provide management, sales, marketing and other food broker services.

Sonny King
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Sonny King, CEO and Manager

Typed or printed name of signee

FILED
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TALLAHASSEE, FLORIDA

ATTACHMENT A
To the State of Florida
Application for Foreign Limited Liability Company For Authorization to
Transact Business In Florida

(Application submitted by Advantage Sales & Marketing LLC)

List of Manager of Advantage Sales & Marketing LLC and their addresses

John D. Shulman	535 East Crescent Avenue	Ramsey, NJ 07446
Mike Grisius	10105 Windy Knoll Lane	Vienna, VA 22182
Lee Lesley	535 East Crescent Avenue	Ramsey, NJ 07446
Robert Koch	8015 Greentree Road	Bethesda, MD 20817
Sonny King	19100 Von Karman Avenue, Suite 600	Irvine, CA 92612
Michael Sunderland	5908 Breckenridge Parkway	Tampa, FL 33610
Michael Geary	535 East Crescent Avenue	Ramsey, NJ 07446

**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:

Advantage Sales & Marketing LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

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, Florida Statutes.

Corporation Service Company

By: 

(Signature)

Gregory A. Pappas, Assistant VP

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

State of California
Secretary of State

CERTIFICATE OF GOOD STANDING
CALIFORNIA LIMITED LIABILITY COMPANY

I, CATHY MITCHELL, Acting Secretary of State of the State of California, hereby certify:

That on the **8th day of October, 1997, ADVANTAGE SALES & MARKETING LLC**, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 9, 2005.



Cathy Mitchell

CATHY MITCHELL
Acting Secretary of State