

m98000000962



CUMMINGS, McCLOREY, DAVIS & ACHO, P.C.

ATTORNEYS AND COUNSELORS AT LAW

30555 NORTHWESTERN HWY. • SUITE 200 • FARMINGTON HILLS, MI 48334

TELEPHONE (248) 737-3333 FAX (248) 737-3330

August 27, 1998

CHRISTOPHER G. SCHULTZ

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

Re: **Champion Wholesale Foods, L.L.C., a Texas Limited Liability Company**

Dear Sir/Madam:

600002628736--1
-08/31/98--01084--004
****285.00 ****285.00

Enclosed for filing you will find an Application by Foreign Limited Liability Company for Authorization to Transact Business in the State of Florida together with an original Certificate of Existence issued from the Secretary of State for the State of Texas. Also enclosed is a Certificate of Designation of Registered Agent/Registered Office for the same company and our firm's check #2360 payable to the Florida Department of State in the amount of \$285 which represents the filing fee for each of these forms.

If you have any questions with respect to this or any other matter, please contact me.

Very truly yours,

CUMMINGS, McCLOREY, DAVIS & ACHO

Christopher G. Schultz

| | |
|-------------------|-------------------|
| Name | all/98 |
| Availability | dcc |
| Document Examiner | DCC |
| Updater | DCC |
| Updater | CGS/frg |
| Verifier | Enclosures C |
| cc: | Michael J. George |
| Techno | large ment DCC |
| W. P. Verifier | DCC |

FILED
98 AUG 31 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m98000000962

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. Champion Wholesale Foods, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Texas
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 76-0460442
(FEI number, if applicable)
4. February 17, 1995
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. June 24, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 30777 Northwestern Hwy., Ste. 300, Farmington Hills, MI 48334
245 NE 21st Ave., Ste. 209, Deerfield Beach, Florida 33441
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Robert T. George Chairman
30777 Northwestern Hwy. - Suite #300
Farmington Hills, Michigan 48334

98 AUG 31 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Champion Wholesale Foods, L.L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 400,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 400,000;
(This total includes amounts from 2 and 3 above.)



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

Robert T. George, Chairman

Typed or printed name of signee

FILED
98 AUG 31 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**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:

Champion Wholesale Foods, L.L.C.

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

Randy Jordan

(Name)

245 NE 21st Ave., Ste. 209

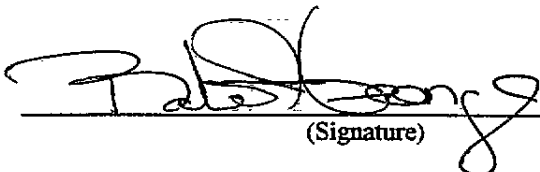
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Deerfield Beach, Florida 33441-3859

City/State/Zip

FILED
98 AUG 31 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent



The State of Texas

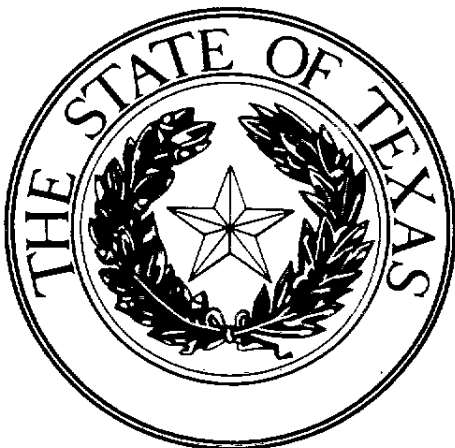
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Organization of

CHAMPION WHOLESALE FOODS, L.L.C.
File No. 7010710-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.

FILED
98 AUG 31 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on July 8, 1998.*

Alberto R. Gonzales
Secretary of State

BAM