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

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

1. <u>.</u>	Americola Logistics II, LLC					-		
1)	Name of foreign limited liability company most occurred in the name at present.)	ust end with the	words "I	imited company" o	or their abbre	viation '	"L.C." i	f not
•	o contained in the name at present.)					==		
2.	Delaware	2	3.	22-36	31367			
(J	urisdiction under the law of which foreign li ompany is organized)	mited liability	J		ber, if appli	cable)	- -	
4	January 26, 1999	5	5	Perpetual	_	.		
	(Date of Organization)		(Dur exis	ation: Year limite t or "perpetual")	d liability co	mpany v	will cea	se to
6.	Upon qualification				-	_		
_	(Date first transacted business	in Florida. (See	sections	608,501, 608,502	and 817 15	5 FS)		
7	10 Glenlake Parkway, 9th Floor			,		- -		
	Atlanta CA 20000					-		
_	Atlanta, GA 30328				<u>=</u>	<u>-</u>		
	· ·	(Street address	of princi	oal office)				
wi	st name, title, and business address of ll manage the foreign limited liability NAME & ADDRESS:	company in	Florida	: (attach additio	nal page <u>i</u>	f neces	sary)	_
wi	n manage the foreign limited hability	reach managn company in l	Florida	nber[MGRM] o : (attach additio AME & ADD)	nal page <u>i</u>	f neces]who sary) ITLE:	:
wi	NAME & ADDRESS:	TITLE:	Florida	: (attach additio	nal page <u>i</u>	f neces	sary)	:
wi	NAME & ADDRESS: Frederick Beilstein	company in	Florida	: (attach additio	nal page <u>i</u>	f neces	sary)	:
wi	NAME & ADDRESS: Frederick Beilstein 10 Glenlake Parkway, 9th Floor	TITLE:	Florida	: (attach additio	nal page <u>i</u>	f neces	sary)	•
wi	NAME & ADDRESS: Frederick Beilstein	TITLE:	Florida	: (attach additio	nal page <u>i</u>	f neces	sary)	DIVIS DIVIS
wi	NAME & ADDRESS: Frederick Beilstein 10 Glenlake Parkway, 9th Floor	TITLE:	Florida	: (attach additio	nal page <u>i</u>	f neces	sary)	SECRE
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wi	NAME & ADDRESS: Frederick Beilstein 10 Glenlake Parkway, 9th Floor	TITLE:	Florida	: (attach additio	nal page <u>i</u>	f neces	Sary) 99 FEB 23 PM 1:	SECRETAR DIVISION OF
wi	NAME & ADDRESS: Frederick Beilstein 10 Glenlake Parkway, 9th Floor	TITLE:	Florida	: (attach additio	nal page <u>i</u>	f necess	Sary) ITLE 99 FEB 23	SECRETARY OF STATE DIVISION OF CORPORATIONS
wi	NAME & ADDRESS: Frederick Beilstein 10 Glenlake Parkway, 9th Floor	TITLE:	Florida	: (attach additio	nal page i	f necess	Sary) 99 FEB 23 PM 1:	SECRETAR DIVISION OF
wi	NAME & ADDRESS: Frederick Beilstein 10 Glenlake Parkway, 9th Floor	TITLE:	Florida	: (attach additio	nal page i	f necess	Sary) 99 FEB 23 PM 1:	SECRETAR DIVISION OF

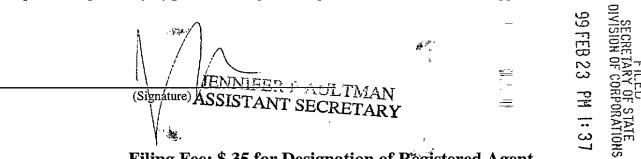
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language,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

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	= -				
Americold Log	gistics II, LLC				
2. The name and	the Florida street address of	the registere	ed agent and offi	ice are:	
	CT Corporation System			=	
		(Name)			
	1200 South Pine Island Roa	ad		<u>-</u>	
Florida street address (P.O. Box NOT ACCEPTABLE)					
_	Plantation	FL City/State/Zip	33324	<u>-</u>	
	`	City/Otato/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.



Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative	e of a member of _	Americold		
Logistics II, LLC	certifies:	- <u>-</u> - =		
1) the above named limited liability company has at l	east one member;			
2) the total amount of cash contributed by the member	er(s) is	. •	\$;
3) if any, the agreed value of property other than cash (A description of the property is attached and made		nber(s) is <u> </u>	\$ <u></u>	;
4) the total amount of cash and property contributed a by member(s) is (This total includes amounts from 2 and 3 above.)	and anticipated to be	e contributed =	\$ <u></u>	·
Signature of a member or an auth (In accordance with section 608.408(3), F affidavit constitutes an affirmation under	lorida Statutes, the exec	cution of this	oer.	
stated herein are true.) Frederick Beilstein, Manager	are permitted or perjury	 		
Typed or pri	inted name of signed	.	99 FEB 23 PM	FILED SECRETARY OF ST DIVISION OF CORPOR
Filing Fee: \$250.00 for	Application and	Affidavit	1: 37	FATE

State of Delaware Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

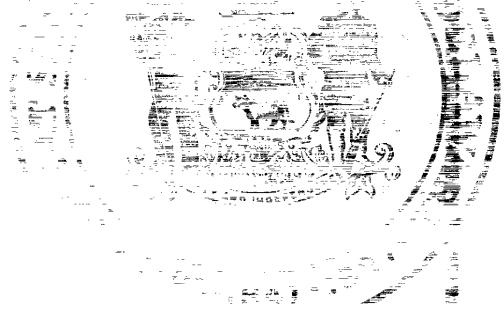
DELAWARE, DO HEREBY CERTIFY "AMERICOLD LOGISTICS II, LLC" IS

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 FIFTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



A STATE OF THE STA

Edward J. Freel, Secretary of State

---AUTHENTICATION:

2999306 8300

DATE:

02-05-99

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