

M99000001394

RODERICK, MYERS & LINTON, LLP

ATTORNEYS AT LAW

—FOUNDED 1885—

FIFTEENTH FLOOR  
ONE CASCADE PLAZA  
AKRON, OHIO 44308-1108

(330) 434-3000  
FAX (330) 434-9220  
e-mail: rmyersli@neo.rr.com

DAVID P. WEIMER  
KIMBERLY A. KMENTT  
CHRISTOPHER J. NIEKAMP  
CRAIG M. BABBITT  
CHRISTINE E. MASTRAN  
MOIRA H. PIETROWSKI  
MARY CLARE CULLEN  
TAMARA A. O'BRIEN

OF COUNSEL:  
PAUL E. WEIMER  
HOWARD C. WALKER, JR.

ROBERT E. LINTON  
TIMOTHY J. TRUBY  
MATTHEW W. OBY  
STEPHEN J. PRUNESKI  
KURT R. WEITENDORF  
VALORIA C. HOOVER  
WILLIAM J. DETWEILER  
MICHAEL DECARLO  
ROBERT F. ORTE  
FREDERICK S. CORNS  
JAMES E. DAVIS  
LAWRENCE R. BACH  
JOHN K. RIEMENSCHNEIDER

August 25, 1999

VIA CERTIFIED MAIL

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

400002975174--6  
-08/31/99--01077--005  
\*\*\*\*285.00 \*\*\*\*285.00

Re: Application by RDI Food Service Equipment, LLC to Register as a Foreign Limited Liability Company to Transact Business in the State of Florida

To Whom It May Concern:

I have the pleasure of representing RDI Food Service Equipment, LLC. Enclosed are the following items:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Original Certificate of Existence from the Ohio Secretary of State;
3. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
4. Certificate of Designation of Registered Agent/Registered Office; and
5. Our firm's check in the sum of \$285.00 representing filing fees for these documents.

Please file these documents upon your records. Please remit written confirmation of this filing to me.



ALI

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
SEP - 2 PM 1:45

Florida Department of State

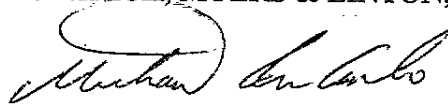
August 25, 1999

Page 2

If you have any questions, please do not hesitate to give me a call.

Very truly yours,

RODERICK, MYERS & LINTON, LLP



MICHAEL DeCARLO

Attorney at Law

MD/seb

Enclosures

cc: Rizzi Distributors – Attn: Joe Rizzi w/o encl.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -2 PM 1:45

# 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. RDI Food Service Equipment, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "LC." if not so contained in the name at present.)
2. Ohio  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 34-1892045  
(FEI number, if applicable)
4. March 22, 1999  
(Date of Organization)
5. Until March 20, 2029  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. June 21, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 231 Douglas Road East, Suite 4, Oldsmar, Florida 34677  
  
(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:
Rizzi Distributors Incorporated	MGRM		
689 S. Arlington Street			
Akron, Ohio 44306			

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -2 PM 1:45

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 Limited Liability Company is:

RDI Food Service Equipment, LLC

---

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

Carol Stanford

---

(Name)

231 Douglas Road East, Suite 4

---

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

Oldsmar

---

FL

34677

---

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.*

  
(Signature)

---

**Filing Fee: \$ 35 for Designation of Registered Agent**

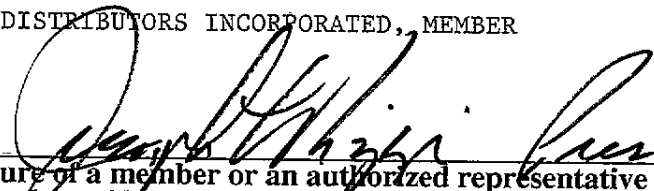
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP - 2 PM 1:45

# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of RDI Food Service Equip  
Equipment, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 100;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ - 0 -;  
(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 \$ 100;  
(This total includes amounts from 2 and 3 above.)

RIZZI DISTRIBUTORS INCORPORATED, MEMBER

  
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.)

Rizzi Distributors Incorporated, Member, by Joseph L. Rizzi, President  
Typed or printed name of signee

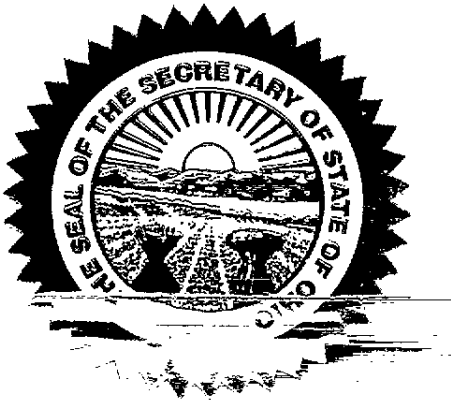
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -2 PM 1:45

**Filing Fee: \$250.00 for Application and Affidavit**

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.



*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show RDI FOOD SERVICE EQUIPMENT, LLC, an Ohio Limited Liability Company, Registration No. 1067046, filed on March 22, 1999, is currently in FULL FORCE AND EFFECT upon the records of this office.*



WITNESS my hand and official seal  
at Columbus, Ohio on  
July 21, 1999



J. Kenneth Blackwell  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -2 PM 1:45