

M99000002034



ACCOUNT NO. : 072100000032

REFERENCE : 521942 4319531

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 125.00

ORDER DATE : December 18, 1999

ORDER TIME : 3:27 PM

ORDER NO. : 521942-010

CUSTOMER NO: 4319531

900003076509--4

CUSTOMER: Amy J. Watkins, Esq  
Sysco Corporation  
1390 Enclave Parkway

Houston, TX 770772099

FOREIGN FILINGS

NAME: ROBERT ORR-SYSCO FOOD SERVICES  
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON:

*Mimi Stephens*

FILED  
99 DEC 21 PM 1:52  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

RECEIVED  
99 DEC 21 AM 10:45  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

**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. ROBERT ORR - SYSCO FOOD SERVICES, LLC.  
(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. DELAWARE  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 74-2937088  
(FEI number, if applicable)
4. NOVEMBER 15, 1999  
(Date of Organization)
5. PERPETUAL  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. JANUARY 1, 2000  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. ONE HERMITAGE PLAZA  
NASHVILLE, TN 37209  
(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:
SEE ATTACHMENT		

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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:

ROBERT ORR - SYSCO FOOD SERVICES, 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)

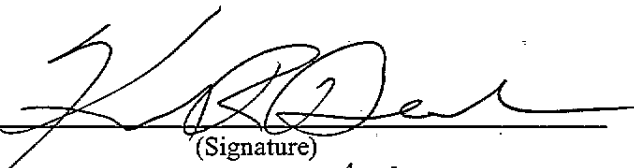
TALLAHASSEE

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.*

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(Signature)

*Deborah D. Skipper*

Deborah D. Skipper  
Asst. Secretary

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

**Robert Orr-Sysco Food Services, Inc./Robert Orr-Sysco Food Services, LLC**

**ATTACHMENT**

As of January 1, 2000, Robert Orr-Sysco Food Services, Inc. will be merged into Robert Orr-Sysco Food Services, LLC, a Delaware limited liability company. This transaction will qualify as a statutory merger by operation of law. After this merger, Robert Orr-Sysco Food Services, Inc. will cease to exist. This internal reorganization pursuant to §368(a)(1)(A) of the Internal Revenue Code, is effective on January 1, 2000. Pursuant to the Internal Revenue Code, Robert Orr-Sysco Food Services, LLC is treated as a disregarded entity for income tax purposes.

Following the consummation of the statutory merger, the management team and other personnel of the LLC will continue to operate the business and facilities of the Company in the same manner that the Company operated prior to the Reorganization. The LLC will remain liable for all of the obligations of the company which existed prior to the Reorganization.

Robert Orr-Sysco Food Services, LLC will begin operation on January 1, 2000. Robert Orr-Sysco Food Services, Inc. will withdraw from business on January 1, 2000. Taxpayer respectfully requests that all accounts for Robert Orr-Sysco Food Services, Inc. (FEIN 62-0464045) be closed effective January 1, 2000.

The fiscal year of the new LLC shall begin Saturday closest to the end of June and end the following year on the Friday immediately preceding the Saturday closest to the end of June.

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**ATTACHMENT: LIST OF MANAGERS AND OFFICERS OF ROBERT ORR-SYSCO FOOD SERVICES COMPANY**

**Members:**

Name: Kent R. Berke  
Address: 1390 Enclave Parkway  
Houston, TX 77077  
Phone: (281) 584-1390

Name: O. Wayne Duncan  
Address: 1390 Enclave Parkway  
Houston, TX 77077

Name: Nick K. Taras  
Address: One Hermitage Plaza  
Nashville, Tennessee 37209  
Phone: (615) 350-7100

**Officers:**

Name: Nick K. Taras  
Title: President and Chief Executive Officer  
Address: One Hermitage Plaza  
Nashville, Tennessee 37209  
Phone: (615) 350-7100

Name: David L. Snyder  
Title: Executive Vice President  
Address: One Hermitage Plaza  
Nashville, Tennessee 37209  
Phone: (615) 350-7100

Name: Cameron L. Blakely  
Title: Vice President, Chief Financial Officer, Secretary  
Address: One Hermitage Plaza  
Nashville, Tennessee 37209  
Phone: (615) 350-7100

Name: Michael C. Nichols  
Title: Vice President  
Address: 1390 Enclave Parkway  
Houston, TX 77077  
Phone: (281) 584-1390

Name: Diane Day Sanders  
Title: Treasurer  
Address: 1390 Enclave Parkway  
Houston, TX 77077  
Phone: (281) 584-1390

Name: Kent R. Berke  
Title: Assistant Secretary  
Address: 1390 Enclave Parkway

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Phone: Houston, TX 77077  
(281) 584-1390

Name: Connie S. Brooks  
Title: Assistant Secretary  
Address: 1390 Enclave Parkway  
Houston, TX 77077  
Phone: (281) 584-1390

Name: Amy J. Watkins  
Title: Assistant Secretary  
Address: 1390 Enclave Parkway  
Houston, TX 77077  
Phone: (281) 584-1390

Name: Aaron I. Katz  
Title: Assistant Secretary  
Address: 1390 Enclave Parkway  
Houston, TX 77077  
Phone: (281) 584-1390

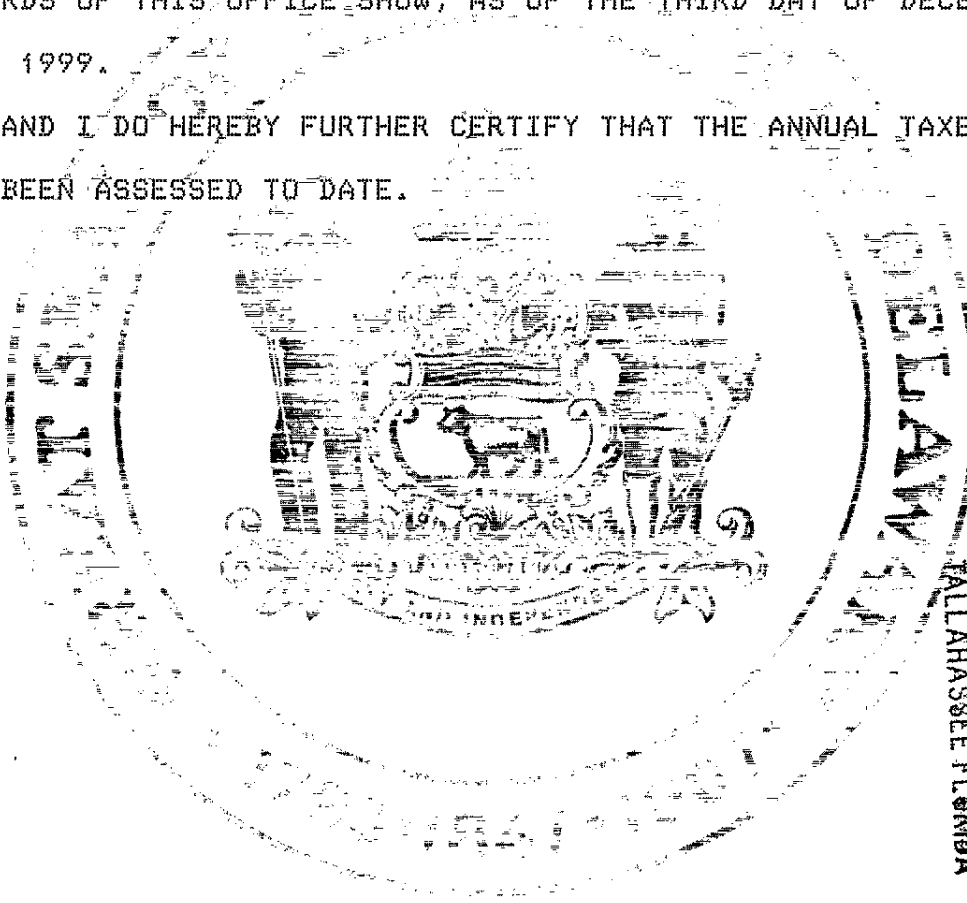
Name: Kathy Oates  
Title: Assistant Treasurer  
Address: 1390 Enclave Parkway  
Houston, TX 77077  
Phone: (281) 584-1390

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROBERT ORR-SYSCO FOOD SERVICES, 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 THIRD DAY OF DECEMBER, A.D. 1999.

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



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0115756

DATE:

12-03-99