

M99000002035



ACCOUNT NO. : 072100000032

REFERENCE : 521942 *Patricia Project* 4319531

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : December 18, 1999

ORDER TIME : 3:40 PM

ORDER NO. : 521942-080

CUSTOMER NO: 4319531

200003076512--5

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

Houston, TX 770772099

FOREIGN FILINGS

NAME: SYSCO FOOD SERVICES OF
SOUTHEAST FLORIDA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

FILED
99 DEC 21 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
99 DEC 21 AM 10:45
DEPARTMENT OF STATE
OFFICE OF LEGAL ATTACH
TALLAHASSEE FLORIDA

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. SYSKO FOOD SERVICES OF SOUTHEAST FLORIDA, 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. 74-2936450
(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. 1999 HIGHWAY 710
RIVIERA BEACH, FLORIDA 33404
(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:
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:

SYSCO FOOD SERVICES OF SOUTHEAST FLORIDA, 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)

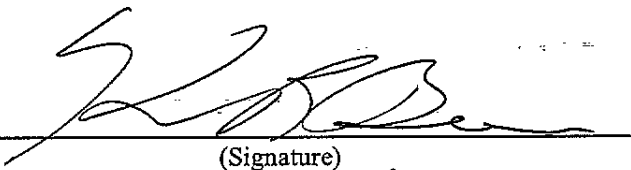
TALLAHASSEE

FL 32301

City/State/Zip

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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)

Deborah D. Skipper

Deborah D. Skipper
Asst. Secretary

Filing Fee: \$35 for Designation of Registered Agent

**SYSCO FOOD SERVICES OF SOUTHEAST FLORIDA, INC.
1999 HIGHWAY 710
RIVIERA BEACH, FLORIDA 33404**

November 8, 1999

RE: Sysco Food Services of Southeast Florida, LLC

To Whom it May Concern:

Sysco Food Services of Southeast Florida, Inc., a Delaware corporation, hereby consents to the use of the name Sysco Food Services of Southeast Florida, LLC by Sysco Food Services of Southeast Florida, LLC.

SYSCO FOOD SERVICES OF SOUTHEAST FLORIDA, INC.

A handwritten signature in black ink, appearing to read 'Kent R. Berke', is written over a horizontal line.

Kent R. Berke
Assistant Secretary

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Sysco Food Services of Southeast Florida, Inc./Sysco Food Services of Southeast Florida, LLC

ATTACHMENT

As of January 1, 2000, Sysco Food Services of Southeast Florida, Inc. will be merged into Sysco Food Services of Southeast Florida, LLC, a Delaware limited liability company. This transaction will qualify as a statutory merger by operation of law. After this merger, Sysco Food Services of Southeast Florida, 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, Sysco Food Services of Southeast Florida, 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.

Sysco Food Services of Southeast Florida, LLC will begin operation on January 1, 2000. Sysco Food Services of Southeast Florida, Inc. will withdraw from business on January 1, 2000. Taxpayer respectfully requests that all accounts for Sysco Food Services of Southeast Florida, Inc. (FEIN 76-0517612) 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 SYSCO FOOD SERVICES OF
SOUTHEAST FLORIDA, LLC**

Members:

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

Name: Walter S. Deck
Address: 1999 Highway 710
Riviera Beach, Florida 33404
Phone: (561) 882-2140

Name: O. Wayne Duncan
Address: 1390 Enclave Parkway
Houston, Texas 77077
Phone: (281) 584-1390

Officers:

Name: Walter S. Deck
Title: President
Address: 1999 Highway 710
Riviera Beach, Florida 33404
Phone: (561) 882-2140

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

Name: David M. McKee
Title: Secretary
Address: 1390 Enclave Parkway
Houston, Texas 77077
Phone: (281) 584-1390

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

Name: Kent R. Berke
Title: Assistant Secretary
Address: 1390 Enclave Parkway
Houston, Texas 77077
Phone: (281) 584-1390

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

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

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

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

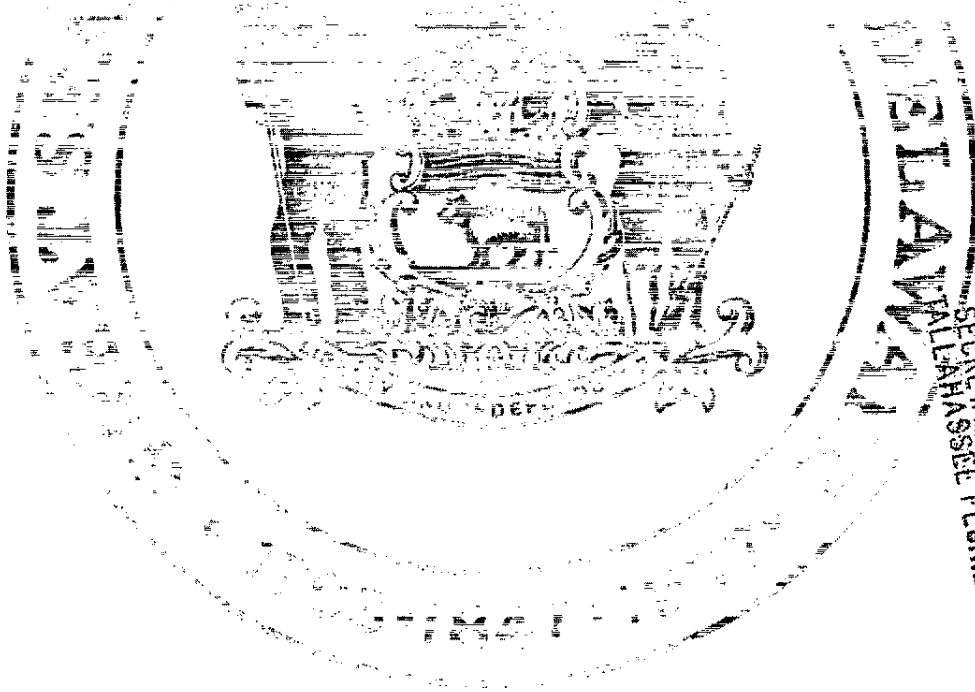
J:\Tax\045_SALT\1999\Inc-Fran\Sysco Corporation\Registrations\Outgoing Letters and Forms\S.E. Florida\List of officers.doc

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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 "SYSCO FOOD SERVICES OF SOUTHEAST FLORIDA, 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
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

3126311 8300

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AUTHENTICATION:

0115708

DATE:

12-03-99