

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

FLEMING MERGER, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **FLEMING MERGER, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **FLEMING MERGER, INC.** to transact business in this State under the name **FLEMING MERGER, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 12, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

REC-12
8-15 AM '91
SECRETARY OF STATE

1. The name of the corporation is FLEMING MERGER, INC.
2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Nevada
4. The date of its incorporation is November 25, 1991 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company of Nevada
One East First Street, Reno, NV 89501

6. The address to which correspondence should be addressed, if different from that in item 5. 4576 Willow Road, Pleasanton, CA 94566

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in the business of wholesale distribution of food and non-food items sold in food markets. To buy, sell, trade and otherwise deal in said food, non-food and related items; and any lawful act or activity for which corporations may be formed.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Please see Attachment "B"		

(continued on reverse)

Name

Office

Address

12-11-91 ST 110
STATE

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 12/5/91

FLEMING MERGER, INC.

(Corporation Name)

By Donald N. Eyer Donald N. Eyer
Its ~~President~~ Vice President (please specify)

and James M. Wallace James M. Wallace
Its Secretary/Asst. Secretary (please specify)

STATE OF Oklahoma)

) ss:

COUNTY OF Oklahoma)

I, SUZANNE BUTT, a notary public, do hereby certify that on this 5th day of December, 19 91, personally appeared before me James M. Wallace, who being by me first duly sworn, declared that ~~he~~ he is the Assistant Secretary of FLEMING MERGER, INC.

that (s)he signed the foregoing document as Assistant Secretary of the corporation and that the statements therein contained are true.

Suzanne Butt
Notary Public

FLEMING MERGER, INC.

LIST OF OFFICERS AND DIRECTORS

ATTACHMENT "B"

Robert E. Stauth, President Director	Fleming Foods West, Inc. 4576 Willow Road, Pleasanton, CA 94566
John J. Boultier, Vice President	Fleming Foods West, Inc. 4576 Willow Road, Pleasanton, CA 94566
Leslie A. Dalecio, Vice President	Fleming Foods West, Inc. 4576 Willow Road, Pleasanton, CA 94566
Kenneth A. Dewhirst, Vice President Director	Fleming Foods West, Inc. 4576 Willow Road, Pleasanton, CA 94566
Donald N. Eyler, Vice President Director	Fleming Companies, Inc. 6301 Waterford Blvd., Oklahoma City, OK 73118
Byron L. Lovell, Vice President	Fleming Foods West, Inc. 4576 Willow Road, Pleasanton, CA 94566
David R. Almond, Vice President	Fleming Companies, Inc. 6301 Waterford Blvd., Oklahoma City, OK 73118
Stephen G. Mangold, Vice President	Fleming Companies, Inc. 6301 Waterford Blvd., Oklahoma City, OK 73118
Dixon E. Simpson, Vice President	Fleming Foods West, Inc. 4576 Willow Road, Pleasanton, CA 94566
James W. Clark, Secretary Director	Fleming Companies, Inc. 6301 Waterford Blvd., Oklahoma City, OK 73118
James M. Wallace, Asst. Secretary	Fleming Companies, Inc. 6301 Waterford Blvd., Oklahoma City, OK 73118
E. Dean Werries, Director	Fleming Companies, Inc. 6301 Waterford Blvd., Oklahoma City, OK 73118

All terms expire March 11, 1992.

STATE OF NEVADA
SECRETARY OF STATE

CERTIFICATE OF CORPORATE STATUS
SECRETARY OF STATE

DEC 12 9 13 AM '91

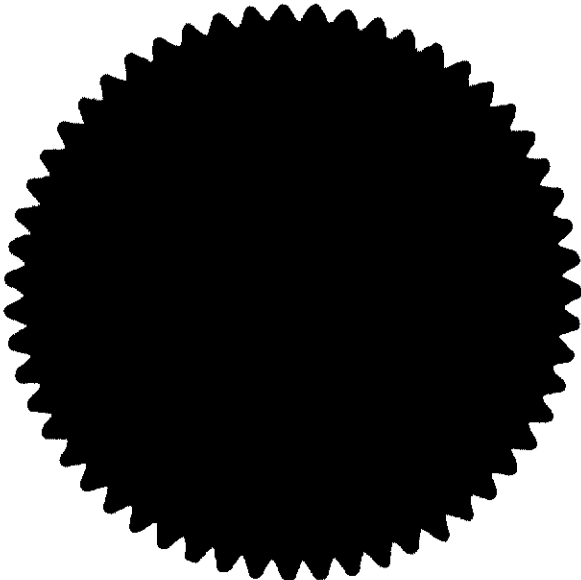
I, CHERYL A. LAU, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate,

FLEMING MERGER, INC.

is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of the State at my office in
Carson City, Nevada, this 3rd day of
December, A.D., 19 91



Cheryl A. Lau
Secretary of State

By *Deborah Jennings*
Deputy