



Department of State

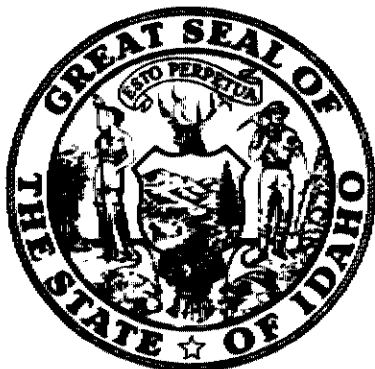
**CERTIFICATE OF AUTHORITY
OF**

~~SYSO/CONTINENTAL KEIL FOOD SERVICES, INC.~~

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ~~SYSO/CONTINENTAL KEIL FOOD SERVICES, 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 ~~SYSO/CONTINENTAL KEIL FOOD SERVICES, INC.~~ to transact business in this State under the name ~~SYSO/CONTINENTAL KEIL FOOD SERVICES, INC.~~ and attach hereto a duplicate original of the Application for such Certificate.

Dated July 26, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley J. Clark
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:

1. The name of the corporation is Sysco/Continental Keil Food Services, Inc.
2. The name which it shall use in Idaho is (Same as Above)
- (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 Delaware
4. The date of its incorporation is July 12, 1988 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 1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5.
7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 999 Main Street, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To engage in any and all lawful business in which the Corporation is authorized in the jurisdiction of its incorporation and in Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Stephen A. Hedrei</u>	<u>President and Sole Director</u>	<u>c/o Refined Sugars, Inc.</u> <u>1 Federal Street</u> <u>Yonkers, NY 10702</u>
<u>Pamela Morrill</u>	<u>Vice President</u>	<u>c/o Refined Sugars, Inc.</u> <u>1 Federal Street</u> <u>Yonkers, NY 10702</u>
	<u>Secretary and Treasurer</u>	

(continued on reverse)

Name

Office

Address

Name	Office	Address

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: July 22, 1988

SYSKO/CONTINENTAL KEIL FOOD SERVICES, INC.

(Corporation Name)

By [Signature]

Its President/Vice President (please specify)

and [Signature]

Its Secretary/Assistant Secretary (please specify)

STATE OF New York)
COUNTY OF New York) ss:

I, Linda Corrigan, a notary public, do hereby certify that on this 22nd day of July, 19 88, personally appeared before me Stephen Hedrei, who being by me first duly sworn, declared that he is the President of Sysco/Continental Keil Food Services, Inc.

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

LINDA CORRIGAN
Notary Public, State of New York
No. 60-41-0000
Qualified in Westchester County
Commission Expires August 31, 1989

[Signature]
Notary Public

State of Delaware

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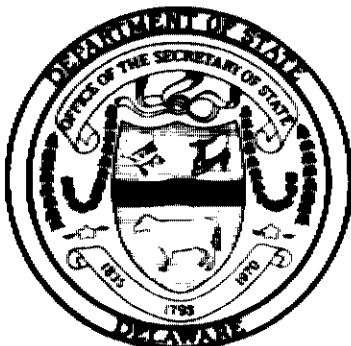


JUL 26 9 30 AM '88
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY SYSCO/CONTINENTAL KEIL FOOD SERVICES, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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A handwritten signature in cursive script, reading "Michael Harkins".
Michael Harkins, Secretary of State

AUTHENTICATION: 11784353

DATE: 07/13/1988