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SECRETARY OF STATE
STATE OF IDAHO

**STATEMENT OF MERGER
OF
SYSCO IDAHO, INC.
WITH AND INTO
SYSCO USA I, INC.**

In accordance with §30-18-205 of the Idaho Entity Transactions Act, the undersigned corporation, as the surviving entity from the merger contemplated by this Statement of Merger, hereby certifies the following:

ONE

The name and state of incorporation of the corporations which are to merge are as follows:

- (i) Sysco Idaho, Inc., incorporated under the laws of the State of Idaho; and
- (ii) Sysco USA I, Inc., incorporated under the laws of the State of Delaware.

TWO

An Agreement and Plan of Merger has been approved by the shareholders of Sysco Idaho, Inc. and Sysco USA I, Inc. (the "Agreement of Merger").

THREE

The name of the surviving corporation of the merger described in the Agreement of Merger (the "Merger") is Sysco USA I, Inc. (the "Surviving Corporation").

FOUR

There shall be no amendments to the Surviving Corporation's Certificate of Incorporation in connection with the Merger.

FIVE

The effective time and date of the Merger shall be 11:59 P.M., Eastern Time, on December 31, 2013.

SIX

The participation of the Surviving Corporation in the Merger was duly authorized as required by the General Corporation Law of the State of Delaware.

[Signatures on Following Page]

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IN WITNESS WHEREOF, the undersigned do hereby execute this Statement of Merger as of the 30th day of December, 2013.

SYSCO IDAHO, INC.,
an Idaho corporation

By: 

Name: Tom Kyle

Title: Secretary

SYSCO USA I, INC.,
a Delaware corporation

By: 

Name: Russell T. Libby

Title: Director