

**FILED**

2013 DEC 30 PM 4:43

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]*

20th IN WITNESS WHEREOF, the undersigned do hereby execute this Statement of Merger as of the  
day of December, 2013.

SYSKO IDAHO, INC.,  
an Idaho corporation

By:   
Name: Jan Kure  
Title: Secretary

SYSKO USA I, INC.,  
a Delaware corporation

By:   
Name: Russell T. Libby  
Title: Director