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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

BAUGH SOUTHEAST COOPERATIVE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	045
Estimated Charge	\$78.75

2005 JUN -3 A 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Baugh Southeast Cooperative, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 78-0887284
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/16/2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o SYSCO Corporation 1390 Enclave Parkway Houston, TX
(Principal office address)

c/o SYSCO Corporation 1390 Enclave Parkway Houston, TX
(Current mailing address)

8. Distribution of foodservice products to members of the Corporation (as patrons)
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Capitol Corporate Services, Inc.

Office Address: 1333 North Duval Street

Tallahassee, Florida 32303
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Bayle W. Wundt, asst. sec.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: Lawrence J. Accardi (Director)

Address: 1390 Enclave Parkway

Houston, TX 77077

Director: Michael C. Nichols

Address: 1390 Enclave Parkway

Houston, TX 77077

Director: Stephen F. Smith

Address: 200 West Story Road

Ocoee, FL 34761

**B. OFFICERS**

President: Stephen F. Smith

Address: 200 West Story Road

Ocoee, FL 34761

Vice President: Michael C. Nichols

Address: 1390 Enclave Parkway

Houston, TX 77077

Secretary: Ann F. Gullion

Address: 1390 Enclave Parkway, Houston, TX 77077

Treasurer: Diane Day Sanders

Address: 1390 Enclave Parkway, Houston, TX 77077

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Paula J. Bione*  
(Signature of Director or Officer listed in number 12 of the application)

14. Paula J. Bione, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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**Directors / Officers List**

As of 5/26/2005

**Baugh Southeast Cooperative, Inc.**

**Directors**

**Lawrence J. Accardi**  
**Michael C. Nichols**

**Director**  
**Director**

Primary Address: 1390 Enclave Parkway  
Houston, TX 77077 (USA)

**Stephen F. Smith**

**Director**

Primary Address: 200 West Story Road  
Ocoee, FL 34761 (USA)

**Officers**

**Stephen F. Smith**

**President**

Primary Address: 10849 Emerald Chase Drive  
Orlando, FL 32836 (USA)

**Aaron L. Katz**  
**Thomas F. Kurz**  
**Michael C. Nichols**  
**Ann F. Gullion**  
**Diane Day Sanders**  
**Kathy Oates**  
**Paula J. Blone**  
**Connie S. Brooks**  
**Linda S. De Leon**

**Vice President**  
**Vice President**  
**Vice President**  
**Asst. Vice President and Secretary**  
**Treasurer**  
**Assistant Treasurer**  
**Assistant Secretary**  
**Assistant Secretary**  
**Assistant Secretary**

Primary Address: 1390 Enclave Parkway  
Houston, Texas 77077 (United States)

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAUGH SOUTHEAST COOPERATIVE, 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 THIRD DAY OF JUNE, A.D. 2005.

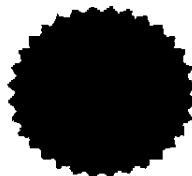
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BAUGH SOUTHEAST COOPERATIVE, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF JULY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLMANSSEE FLD

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3924639

DATE: 06-03-05

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