

F05000003288

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Apr. 29 2008 09:48AM PT

Division of Corporations

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Florida Department of State
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BAUGH SOUTHEAST COOPERATIVE, INC.

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Apr. 30 2008 02:48PM P2
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April 30, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

BAUGH SOUTHEAST COOPERATIVE, INC.
C/O SYSCO CORPORATION
1390 ENCLAVE PARKWAY
HOUSTON, TX

SUBJECT: BAUGH SOUTHEAST COOPERATIVE, INC.
REF: F05000003288

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

THE CORPORATE NAMES SHOWN ON THE APPLICATION MUST MATCH THE CORPORATE NAMES SHOWN ON THE CERTIFICATE SUBMITTED. NAMES ARE TOTALLY DIFFERENT????

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

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Letter Number: 308A00026935

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2008 APR 30 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 0 8 0 0 0 1 1 5 2 6 1

**PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)**

**SECTION I
(1-3 MUST BE COMPLETED)**

F05000003288
(Document number of corporation (if known))

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 1. BAUGH SOUTHEAST COOPERATIVE, INC.
(Name of corporation as it appears on the records of the Department of State)
- 2. DELAWARE
(Incorporated under laws of)
- 3. June 3, 2005
(Date authorized to do business in Florida)

**SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 1, 2008

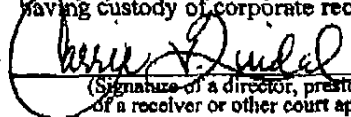
5. BAUGH SOUTH COOPERATIVE, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.
No change
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No change
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Carrie V. Tindal
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BAUGH SOUTHEAST COOPERATIVE, INC.", CHANGING ITS NAME FROM "BAUGH SOUTHEAST COOPERATIVE, INC." TO "BAUGH SOUTH COOPERATIVE, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D. 2008, AT 1:07 O'CLOCK P.M.



3415027 8100

080487481

You may verify this certificate online at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6558182

DATE: 04-30-08

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State of Delaware
Secretary of State
Division of Corporations
Delivered 01:41 PM 04/01/2008
FILED 01:07 PM 04/01/2008
SRV 080380917 - 3415027 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Baugh Southeast Cooperative, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered *One " so that, as amended, said Article shall be and read as follows:

***FIRST:** The name of the corporation is Baugh South Cooperative, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 1st day of April, 2008.

By: 
Authorized Officer
Title: Vice President; Secretary

Name: Thomas P. Kura
Print or Type

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