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FORM PTO-1594
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U.S. Department of Commerce
Patent and Trademark Office
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): US Foodservice Illinois Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies):</p> <p>Name: U.S. Foodservice of Illinois Inc. Internal Address: Street Address: One Sexton Drive Glendale Heights, IL 60139</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>February 27, 1998</u></p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) HORIZON (& Design) 74/681,495</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark registration No.(s)</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Catherine L. Thornberry</u> Internal Address: <u>Hogan & Hartson, LLP</u> _____ _____ Street Address: <u>8300 Greensboro Drive,</u> <u>Suite 1100</u> City: <u>McLean</u> State: <u>VA</u> Zip: <u>22102</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41): \$ <u>40.00</u> €</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account <u>428</u></p> <p>8. Deposit account number: <u>08-2550</u> (Attach duplicate copy of this page if paying by deposit account)</p>

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9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Catherine L. Thornberry
Name of Person Signing


Signature

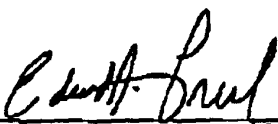
6/4/98
Date

Total number of pages comprising cover sheet: 1

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 "US FOODSERVICE OF ILLINOIS INC.", CHANGING ITS NAME FROM "US FOODSERVICE OF ILLINOIS INC." TO "U.S. FOODSERVICE OF ILLINOIS INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 1998, AT 7:30 O'CLOCK A.M.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9007977

DATE: 04-02-98

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**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
US FOODSERVICE OF ILLINOIS INC.**

Pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, the undersigned Corporation certifies as to the adoption of the following Amendment to its Certificate of Incorporation:

1. That Article **FIRST** of the Company's Certificate of Incorporation be amended so as to read in its entirety as follows:

"FIRST: The name of the Corporation is U.S. FOODSERVICE OF ILLINOIS INC."

2. The Corporation has received the approval of the Sole Stockholder by written consent and the Amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 242 and 228 (by unanimous written consent).

IN WITNESS WHEREOF, the undersigned hereby certifies that the facts stated herein are true and, accordingly, has signed this Certificate of Amendment this 27 day of February, 1998.


James L. Miller, President

ATTEST:


David M. Abramson, Secretary

TRADEMARK

TOTAL P 03