

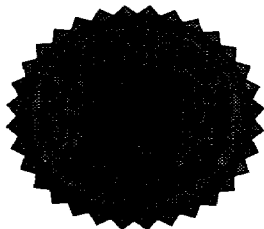
Delaware

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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 MERGER, WHICH MERGES:

"FOOD SERVICE HOLDINGS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "QUALSERV HOLDING COMPANY" UNDER THE NAME OF
"QUALSERV HOLDING COMPANY", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE NINTH DAY OF JULY, A.D. 2004, AT 2:32 O'CLOCK
P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3506451

DATE: 11-30-04

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**CERTIFICATE OF MERGER
OF
FOOD SERVICE HOLDINGS, INC.
INTO
QUALSERV HOLDING COMPANY**

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "*Code*"), the undersigned corporation organized and existing under and by virtue of the Code, does hereby certify as follows:

FIRST: That the name and state of Incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Food Service Holdings, Inc.	Delaware
QualServ Holding Company	Delaware

SECOND: That the Agreement and Plan of Merger, dated as of July 2, 2004 (the "*Merger Agreement*"), by and among Food Service Holdings, Inc., QualServ Holding Company, Mercury Capital Investment Corp., as Stockholder Representative, Mercury Capital, L.P., as a Stockholder, and each of the other stockholders signatory thereto, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Code. No shares of QualServ Holding Company were issued prior to the adoption by the board of directors of the resolution approving the Merger Agreement.

THIRD: That the name of the surviving corporation of the merger is QualServ Holding Company.

FOURTH: That the certificate of incorporation of QualServ Holding Company shall be the certificate of incorporation of the surviving corporation.

FIFTH: That the Merger Agreement is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 1222 Ozark Road, North Kansas City, Missouri 64116.

SIXTH: That a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, QualServ Holding Company has caused this Certificate to be executed on this 9th day of July, 2004.

QUALSERV HOLDING COMPANY

By: /s/ Robert J. Fitzsimmons
Name: Robert J. Fitzsimmons
Title: President