

273498

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BASIC AMENDMENT

SUNDOR BRANDS INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 3, 2004

SUNDOR BRANDS INC.
P O BOX 599
ATTN: TAX DIVISION
CINCINNATI, OH 45201-0599US

SUBJECT: SUNDOR BRANDS INC.
REF: 273498

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

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

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Michelle Milligan
Document Specialist

FAX Aud. #: E04000158370
Letter Number: 304A00048290

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SUNDOR BRANDS INC.**

Pursuant to Sections 607.1007, 607.0120, 607.0202 and 607.1006 of the Florida Business Corporation Act, the undersigned Vice President of Sundor Brands Inc. (the "Corporation") certifies that:

ONE: These Articles of Restatement were duly adopted by the unanimous written consent of the Board of Directors and the Sole Stockholder of the Corporation in accordance with the provisions of Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. on August 2, 2004.

TWO: The Articles of Incorporation of the Corporation is hereby amended and restated to, among other things, change the name of the Corporation to Sunny Delight Beverages Co., and the Amended and Restated Articles of Incorporation shall read in its entirety as attached hereto as Exhibit L and shall supercede all previous articles of incorporation, effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned, pursuant to the laws of Florida, has executed this Amended and Restated Articles of Incorporation this 1st day of August, 2004.

SUNDOR BRANDS INC.



By: Jeffrey Teschke
Its: Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT I
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUNDOR BRANDS INC.

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

First. Corporate Name.

The name of the Corporation (the "Corporation") is:

SUNNY DELIGHT BEVERAGES CO.

Second. Initial Registered Office and Registered Agent.

The Corporation's initial registered agent shall be C T Corporation System, and the street address of the initial registered office of the Corporation in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324.

Third. Nature of Business

The general nature of the business to be transacted by the Corporation is to conduct any and all lawful activities or business permitted under the laws of the United States of America and the State of Florida (and in particular, without limitation, Chapter 607 of the Florida Statutes, entitled the Florida Business Corporation Act.

Fourth. Capital Stock.

The aggregate number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

Fifth. Term of Existence.

The Corporation shall have perpetual existence.

Sixth. Amendment

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

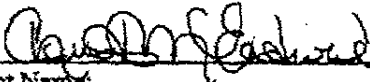
Seventh. Indemnification

Except as may otherwise be provided in the Bylaws of the Corporation, the Corporation shall indemnify its incorporator, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

C T CORPORATION SYSTEM

By: 
Print Name: _____
Print Title: Christine M. Eastman
Registered Secretary

Dated: August 2, 2004