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CORPORATION(S) NAME

Dr Pepper/Cadbury North America, Inc.

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TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Dr Pepper/Cadbury North America, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 75-2233365
(FEI number, if applicable)
4. April 11, 1988
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. P.O. Box 655086, Dallas, Texas 75265-5086
(Current mailing address)
8. See attached purpose clause
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: John E. Brock

Address: 6 High Ridge Park
Stamford, Connecticut 06905

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

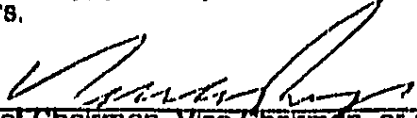
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Nelson A. Bangs, Senior Vice President and Secretary
(Typed or printed name and capacity of person signing application)

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Purpose Clause of
Dr Pepper/Cadbury North America, Inc.**

The manufacture, marketing, sale and distribution of soft drink concentrates, extracts and fountain syrups to licensed bottlers.

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Directors of
Dr Pepper/Cadbury North America, Inc.**

1. John F. Brock
6 High Ridge Park
Stamford, Connecticut 06905
2. Nelson A. Bangs
8144 Walnut Hill Lane
Dallas, Texas 75231
3. Henry A. Udow
25 Berkeley Square
London, England W1X 6HT
4. Lynn J. Lyall
8144 Walnut Hill Lane
Dallas, Texas 75231

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Dr Pepper/Cadbury North America, Inc.**

1. John F. Brook, President & Chief Executive Officer
6 High Ridge Park
Stamford, Connecticut 06905
2. Nelson A. Bangs, Senior Vice President and Secretary
8144 Walnut Hill Lane
Dallas, Texas 75231
3. Paul J. Jakubok, Vice President & Treasurer
6 High Ridge Park
Stamford, Connecticut 06905
4. Randolph Slaughter, Vice President
8144 Walnut Hill Lane
Dallas, Texas 75231
5. John M. Kilduff, Senior Vice President & COO - Dr Pepper USA
8144 Walnut Hill Lane
Dallas, Texas 75231
6. Gilbert M. Cassagne, Senior Vice President & COO -
Fountain/Foodservice
8144 Walnut Hill Lane
Dallas, Texas 75231
7. H. Todd Stitzer, Senior Vice President & COO-Cadbury Beverages
6 High Ridge Park
Stamford, Connecticut 06905
8. Henry A. Udow, Senior Vice President
25 Berkeley Square
London, England W1X 6HT
9. Robert J. Stack, Senior Vice President
25 Berkley Square
London, England W1X 6HT
10. Lynn J. Lyall, Senior Vice President
8144 Walnut Hill Lane
Dallas, Texas 75231
11. Annie R. Rikleen, Senior Vice President
6 High Ridge Park
Stamford, Connecticut 06905
12. John P. Soi, Senior Vice President
6 High Ridge Park

Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Florida (cont)

Stamford, Connecticut 06905

13. John L. Delsito, Senior Vice President
6 High Ridge Park
Stamford, Connecticut 06905
14. James A. Ball, Senior Vice President
8144 Walnut Hill Lane
Dallas, Texas 75231
15. William A. Tolany, Senior Vice President
8144 Walnut Hill Lane
Dallas, Texas 75231
16. Kimberly L. Foil, Senior Vice President
6 High Ridge Park
Stamford, Connecticut 06905
17. John G. Clarke, Senior Vice President
8144 Walnut Hill Lane
Dallas, Texas 75231
18. John Tomescko, Senior Vice President
8144 Walnut Hill Lane
Dallas, Texas 75231
19. William L. Perley, III, Senior Vice President
8144 Walnut Hill Lane
Dallas, Texas 75231
20. Gary G. Lyons, Vice President & Assistant Secretary
6 High Ridge Park
Stamford, Connecticut 06905
21. Charles N. Huntley, Vice President
6 High Ridge Park
Stamford, Connecticut 06905
22. Graham S. Clemence, Vice President
6 High Ridge Park
Stamford, Connecticut 06905
23. David A. Gerics, Vice President
6 High Ridge Park
Stamford, Connecticut 06905
24. Anthony M. Gray, Vice President
30 Trefoil Drive
Trumbull, Connecticut 06611
25. Peter J. Wurzer, Vice President
6 High Ridge Park
Stamford, Connecticut 06905
26. Michael S. McGrath, Vice President

Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Florida (cont)

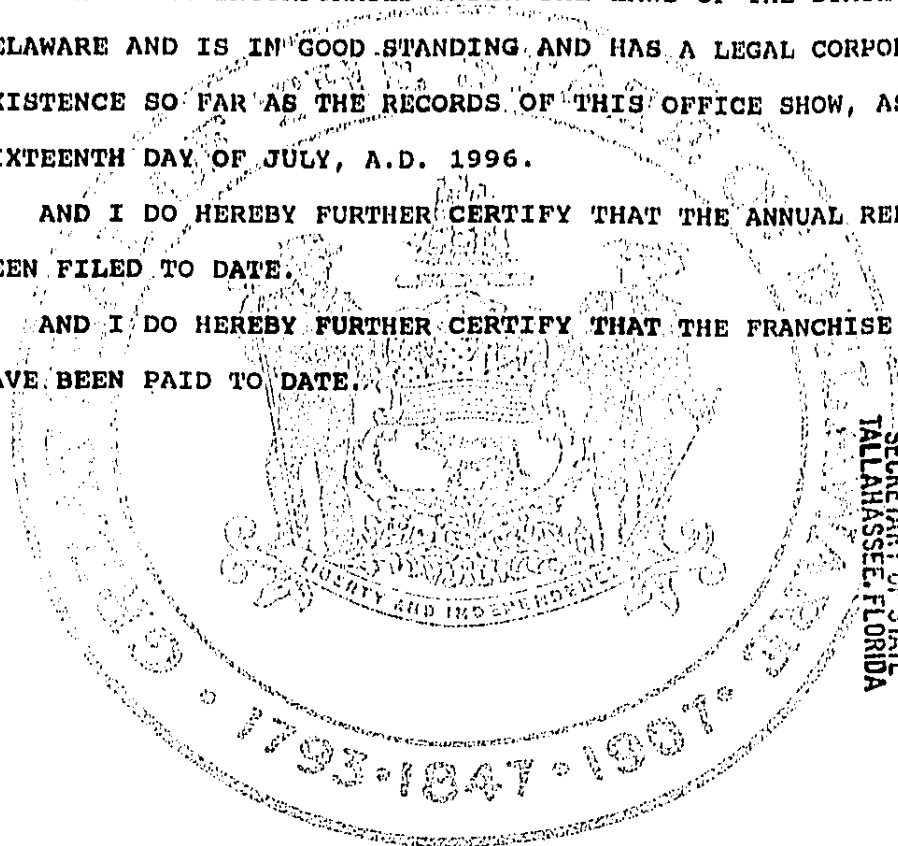
- 6 High Ridge Park
Stamford, Connecticut 06905
27. Richard D. Wach, Vice President
6 High Ridge Park
Stamford, Connecticut 06905
28. Pamela H. Cook, Vice President
8144 Walnut Hill Lane
Dallas, Texas 75231
29. James P. O'Sullivan, Vice President
6 High Ridge Park
Stamford, Connecticut 06905
30. David H. Hayes, Vice President
8144 Walnut Hill Lane
Dallas, Texas 75231
31. Diane E. Stephenson, Vice President
8144 Walnut Hill Lane
Dallas, Texas 75231
32. Gerard A. Williams, Vice President
8144 Walnut Hill Lane
Dallas, Texas 75231
33. Collin R. Quigley, Vice President
8144 Walnut Hill Lane
Dallas, Texas 75231
34. Charles J. Obusek, Vice President
8144 Walnut Hill Lane
Dallas, Texas 75231
35. Kenneth P. Couvillion, Vice President
8144 Walnut Hill Lane
Dallas, Texas 75231

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DR PEPPER/CADBURY NORTH AMERICA, 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 SIXTEENTH DAY OF JULY, A.D. 1996.

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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96 JUL 26 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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