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Riggs & Pyle

Attorneys and Counsellors at Law

LOCATED AT:
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Frank P. Riggs
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FAX: (813) 634-4099

January 3, 2000

Director
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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****155.00 ****155.00

W-760

RE: Incorporation of Premium Brands Distributors, L.L.C.

Dear Sir/Madam:

Please find enclosed the following with regard to the above Limited Liability Company:

1. The original and one copy of the Articles Or Organization;
2. The original and one copy of an Affidavit For Articles Of Organization;
3. The original and one copy of an executed Acceptance Of Appointment As Resident Agent; and
4. My law firm's check payable to the Florida Department Of State in the amount of \$155.00 to cover the following:

[a] Filing Fee	\$100.00
[b] Certified copy	\$ 30.00
[c] Resident Agent Form	\$ 25.00

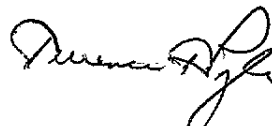
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Thank you for your assistance in this matter. If you have any questions, please call.

Sincerely,



TERRENCE F. PYLE

TFP/cah
Encs.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 10, 2000

RIGGS & PYLE
PO BOX 5869
SUN CITY, FL 33571

SUBJECT: PREMIUM BRANDS DISTRIBUTORS, L.L.C.
Ref. Number: W00000000760

We have received your document for PREMIUM BRANDS DISTRIBUTORS, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 900A00001272

00 JAN 19 PM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF ORGANIZATION
OF
PREMIUM BRANDS DISTRIBUTORS, L.L.C.**

**ARTICLE I
NAME**

The name of the Limited Liability Company is PREMIUM BRANDS DISTRIBUTORS, L.L.C. [the "Company"].

**ARTICLE II
DURATION**

The Company shall have perpetual duration.

**ARTICLE III
PURPOSE**

The Company is organized for the following purposes: to operate as a distributor of wines, beers, spirits and alcoholic and non-alcoholic beverages of every kind; to engage in any activity or business incidental to or related to those activities or businesses set forth herein; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; and to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; and to carry out said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other state or foreign country.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and street address of the initial REGISTERED OFFICE of the Company is:

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00 JAN 19 PM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

333 North Faulkenburg Road, Suite D-403
Tampa, Florida 33619

and the name and address of the Company's initial REGISTERED AGENT is:

TERRENCE F. PYLE, ESQUIRE
707 Del Webb Boulevard West
Sun City Center, Florida 33573

ARTICLE V NEW MEMBERS

New Members may be allowed into the Company upon a 71% vote of the Members then allowed to vote, with the initial contribution of such new Member to be determined by 71% vote of the Members at that time. Such voting shall be done on an ownership-share basis, rather than on a per-Member basis.

ARTICLE VI CONTINUITY

The remaining Members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or on the occurrence of any other event which terminates the continued Membership of a Member in the Company.

ARTICLE VII MANAGEMENT

The management of the Company is reserved to the Managing Member, and the name and address of the managing Member, who shall serve as Manager until his successor is duly elected and qualified, is:

GARY J. JOLICOEUR
1004 Hardwood Drive, Valrico, Florida 33594

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JAN 19 PM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VIII
REGULATIONS**

The power to adopt, alter, amend or repeal Regulations shall be vested in the Members of the Company, by voting conducted on an ownership-share basis.


**ARTICLE IX
INDEMNIFICATION**

The Company shall indemnify any Member, or any former Member, to the fullest extent permitted by law.

**ARTICLE X
AMENDMENT**

The Company reserves the right to amend or repeal any provisions contained in these ARTICLES OF ORGANIZATION, or any amendment hereto, upon such occurrences or for such reasons as authorized by law, by majority vote of the Members, voting on an ownership-share basis.

IN WITNESS WHEREOF, the undersigned Members have executed the ARTICLES OF ORGANIZATION of PREMIUM BRANDS DISTRIBUTORS, L.L.C. on this 24th day of December, 1999, pursuant to Section 608.407, Florida Statutes.


GARY J. JOLICOEUR

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00 JAN 19 PM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT
OF
PREMIUM BRANDS DISTRIBUTORS, L.L.C.**

Having been named as REGISTERED AGENT for PREMIUM BRANDS DISTRIBUTORS, L.L.C., a Limited Liability Company [the "Company"], in the ARTICLES OF ORGANIZATION filed with the Florida Department Of State, and being familiar with the duties of that position, I do, on behalf of the Company, agree to accept said appointment and to accept service of process for the Company, and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT:

FILED
JAN 19 PM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY: *Terrence F. Pyle*
TERRENCE F. PYLE
707 Del Webb Boulevard West
Sun City Center, Florida 33573

DATED: *Jan. 3, 2000*