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Division of Corporations
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2004 JUN 15 A 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

S & C Discount Beverage, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

S & C DISCOUNT BEVERAGE, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

**Name, Location and
Mailing Address of Principal Office**

The name of the corporation is S & C Discount Beverage, Inc. The principal office and mailing address of this corporation is 1101 Blanding Boulevard, Suite 107, Orange Park, Florida 32065.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States or the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1101 Blanding Boulevard, Suite 107, Orange Park, Florida 32065, and the name of the initial registered agent of the corporation at that address is Chan Im.

ARTICLE VI

Directors

This corporation shall initially have two directors. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five.

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The names and street addresses of the members of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Saman Im	1101 Blanding Boulevard, Suite 107 Orange Park, Florida 32065
Chan Im	1101 Blanding Boulevard, Suite 107 Orange Park, Florida 32065

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation is Chan Im, 1101 Blanding Boulevard, Suite 107, Orange Park, Florida 32065

ARTICLE VIII

By-Laws

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE IX

Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE X

Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

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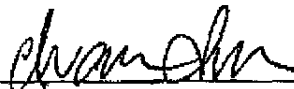
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ARTICLE XI

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 10 day of June, 2004.

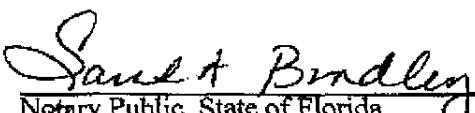


Chan Im
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 10 day of June, 2004 by Chan Im. He is personally known to me or has produced driver's license as identification.





Notary Public, State of Florida
SARAH A. BRADLEY
Print Name
My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

S & C Discount Beverage, Inc., desiring to organize under the laws of the State of Florida as a corporation has named Chan Im, who maintains an office at 1101 Blanding Boulevard, Suite 107, Orange Park, Florida 32065 as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

DATED this 10 day of June, 2004.

By: 
Chan Im, Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 10 day of June, 2004.


Chan Im

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