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CERTIFICATION

ALSO ADMITTED IN
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March 30, 1998

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: ST. JOHNS BEVERAGE COMPANY OF GAINESVILLE, INC.

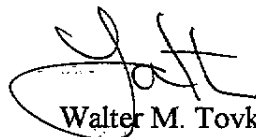
Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced along with our check in the amount of \$122.50 to cover the cost of filing same. Please return the certified copy to this office.

Filing fee	\$35.00
Certificate Designating Resident Agent.	\$35.00
Certified Copy of Articles of Incorporation	\$52.50

After the original Articles of Incorporation have been filed, please certify the enclosed copy and return it to me.

Very truly yours ,


Walter M. Tovkach

WMT:sam
enclosures

FILED
98 MAR 31 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QW4-2-98

**ARTICLES OF INCORPORATION
OF
ST. JOHNS BEVERAGE COMPANY OF GAINESVILLE, INC.**

FILED
98 MAR 31 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name. The name of this Corporation is ST. JOHNS BEVERAGE COMPANY OF GAINESVILLE, INC.

Article II

Principal Office: The principal place of business and mailing address of this corporation shall be: 2225 N.W. 66th Court, 32653, City of Gainesville, County of Alachua, State of Florida.

Article III

Duration. The period of duration of this Corporation shall be perpetual.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 5,000 shares of One Dollar (\$1.00) par value voting common stock and 5,000 shares of One Dollar (\$1.00) par value non-voting common stock. All shareholders shall have preemptive rights in future stock sales by the corporation.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 2225 N.W. 66th Court, 32653, City of Gainesville, County of Alachua, State of Florida, and the name of the initial registered agent of this Corporation is Emil R. Schiavone.


Article VIII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is Emil R. Schiavone.

Article IX

Incorporator. The name and address of the person signing these Articles is Emil R. Schiavone.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30 day of March, 1998.


Emil R. Schiavone
Incorporator / REGISTERED AGENT

*I ACCEPT THE DUTIES & RESPONSIBILITIES
AS REGISTERED AGENT.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA