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MERGER OR SHARE EXCHANGE

PEPSI-COLA METROPOLITAN BOTTLING COMPANY, INC.

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 14, 2004

NATIONAL BEVERAGES, INC.
PEPSI CO., INC.
700 ANDERSON HILL RD.
PURCHASE, NY 10577

SUBJECT: NATIONAL BEVERAGES, INC.
REF: 138432

PLEASE GIVE ORIGINAL SUBMISSION
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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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Darlene Connell
Document Specialist

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ARTICLES OF MERGER
OF
NATIONAL BEVERAGES, INC.
AND
PEPSI-COLA METROPOLITAN BOTTLING COMPANY, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging National Beverages, Inc., a Florida corporation, with and into Pepsi-Cola Metropolitan Bottling Company, Inc., a New Jersey corporation.

2. The shareholders of National Beverages, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 9, 2004 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of National Beverages, Inc. with and into Pepsi-Cola Metropolitan Bottling Company, Inc. is permitted by the New Jersey Business Corporation Act and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Pepsi-Cola Metropolitan Bottling Company, Inc. was given on December 9, 2004.

4. The effective time and date of the merger herein provided for in the State of Florida shall be on the date of filing.

Executed on December 9, 2004.

National Beverages, Inc.

Pepsi-Cola Metropolitan Bottling Company, Inc.

By: Brian M. Nurse
Brian M. Nurse
Vice President

By: Brian M. Nurse
Brian M. Nurse
Vice President

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EXHIBIT A

This AGREEMENT AND PLAN OF MERGER adopted on December 9, 2004 by resolution of each Corporation's sole stockholder and the Board of Directors of National Beverages, Inc., a business corporation organized under the laws of the State of Florida, and adopted on by resolution of each Corporation's sole stockholder and the Board of Directors of Pepsi-Cola Metropolitan Bottling Company, Inc., a business corporation organized under the laws of the State of New Jersey.

The names of the corporations planning to merge are National Beverages, Inc., a business corporation organized under the laws of the State of Florida, and Pepsi-Cola Metropolitan Bottling Company, Inc., a business corporation organized under the laws of the State of New Jersey. The name of the surviving corporation into which National Beverages, Inc. plans to merge is Pepsi-Cola Metropolitan Bottling Company, Inc.

1. National Beverages, Inc. and Pepsi-Cola Metropolitan Bottling Company, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the New Jersey Business Corporation Act, be merged with and into a single corporation, to wit, Pepsi-Cola Metropolitan Bottling Company, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of New Jersey. The separate existence of National Beverages, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act. It is intended that this reorganization will qualify as a tax free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

4. The directors and officers in office of Pepsi-Cola Metropolitan Bottling Company, Inc. upon effective date of the merger shall be the directors and officers of the surviving corporation, all of whom shall hold their directorships and offices until their respective successors have been elected and duly qualified.

5. All of the issued shares of the non-surviving corporation shall, upon the effective date of the merger, be surrendered and canceled and shall not be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which has been issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

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6. The surviving corporation and non-surviving corporation hereby agree that they will cause to be executed, filed and/or recorded any document or documents prescribed by the laws of each of the State of Florida and New Jersey and to take such other actions as is necessary or appropriate to implement the merger herein contemplated.

7. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

8. The effective date of the merger herein provided for shall be the date of filing.

Executed on the 14th day of December, 2004.

National Beverages, Inc.

By: 
Brian M. Nuro
Vice President

Pepsi-Cola Metropolitan Bottling
Company, Inc.

By: 
Brian M. Nuro
Vice President

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