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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Walk-In

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CERTIFICATE OF MERGER

OF

WORLDDRINK USA, LP
A Georgia Limited Partnership

AND

WORLDDRINK USA, LP A Florida Limited Partnership



Pursuant to the provisions of Section 620.2108, Florida Statutes, this Certificate of Merger provides that:

- 1. WORLDDRINK USA, LP, a Georgia Limited Partnership, shall be merged with and into WORLDDRINK USA, LP, a Florida Limited Partnership, which shall be the surviving partnership.
- 2. The merger shall become effective on January 1, 2006 pursuant to the terms of the Agreement and Plan of Merger, of even date ("Plan of Merger".)
- 3. The Plan of Merger was adopted by the unanimous consent of all the general and limited partners of each partnership on December 29, 2005.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of the constituent partnerships by their authorized general partners effective January 1, 2006.

WORLDDRINK USA, LP, A GEORIGA LIMITED PARTNERSHIP, GENERAL PARTNER OF WORLD DRINK OF FLORIDA, INC.

Charlie V. Grizzaffe

WORLDDRINK USA, LP, A GEORIGA LIMITED PARTNERSHIP, GENERAL PARTNER OF WORLDDRINK OF FLORIDA, INC.

Charlie V. Grizzaffe