

CCRS
103 N. MERIDIAN STREET, TALLAHASSEE, FL 32301
TALLAHASSEE, FL 32301
222-1173

F01006000502

FILING COVER SHEET
ACCT. #FCA-14

800003554988--2
-01/19/01--01024--011
*****78.75 *****78.75

CONTACT: CINDY HICKS

DATE:

1-19-01

REF. #:

0631. 9894

CORP. NAME:

South Beach Beverage Company

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK#

9894

FOR \$

78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

BK 1/26

RECEIVED
01 JAN 19 AM 10:47
FILED
01 JAN 19 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 19, 2001

CINDY HICKS
CCRS
TALLAHASSEE, FL

SUBJECT: SOUTH BEACH BEVERAGE COMPANY
Ref. Number: W01000001479

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

01 JAN 19 PM 3:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SOUTH BEACH BEVERAGE COMPANY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please note that the addition of the words "FLORIDA" or "OF FLORIDA" to a name do NOT constitute a significant name difference.

ALSO, please note that we have RETAINED your \$78.75 payment.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 601A00003124

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

RECEIVED
JAN 25 PM 4:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

FILED
01 JAN 19 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Andre Hawaux, do hereby certify
That this Resolution of the Board of Directors of South Beach Beverage Company, Inc.
A corporation duly organized and existing under the laws of the State of Delaware,
Was duly adopted on January 25, 2001.

Resolved, that South Beach Beverage Company, Inc.
and existing in the State of Delaware, hereby adopts the
name South Beach Beverage Company, Inc. for use in Florida.
(DE)

Dated: January 25, 2001

Andre Hawaux
Signature of at least one director
Andre Hawaux

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. SOUTH BEACH BEVERAGE COMPANY, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 13-4147785
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 13, 2000 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 40 Richards Avenue, Norwalk, Connecticut 06854-2319

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Geraldine Durand
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: W. Timothy Heaviside

Address: 700 Anderson Hill Road, Purchase, New York 10577

Vice President: Renee N. Garbus

Address: 700 Anderson Hill Road, Purchase, New York 10577

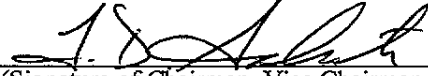
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. See additional officers in Addendum.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas D. Salcito, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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01 JAN 19 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Addendum

Additional Officers

- a. Thomas D. Salcito
- b. 700 Anderson Hill Road, Purchase, New York 10577

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTH BEACH BEVERAGE COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOUTH BEACH BEVERAGE COMPANY, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
01 JAN 19 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Secretary of State

3329479 8300

AUTHENTICATION: 0919863

010026634

DATE: 01-17-01