

DCRS
103 N. MERIDIAN STREET, LOWER LEVEL
PALLAHASSE, FL 32909
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FO1000000923

CONTACT: CINDY HICKS

DATE: 2-16-01

REF. #: 0031.14317

CORP. NAME: BOTTLING GROUP HOLDINGS, INC.

FILED
ON FEB 16 PM 1:22
SECRETARY OF STATE
PALLAHASSE, FLORIDA

- | | | |
|-----------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|
| <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: | | |

200003707032--1
-02/16/01--01039--018
*****70.00 *****70.00

STATE FEES PREPAID WITH CHECK# 10199 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

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

☒ PLAIN STAMPED COPY

Examiner's Initials

nk
2/14

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. BOTTLING GROUP HOLDINGS, 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

(State or country under the law of which it is incorporated)

3. 13-4042405

(FEI number, if applicable)

4. December 21, 1998

(Date of Incorporation)

5. Perpetual

(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. One Pepsi Way, Somers, New York 10589

(Current mailing address)

8. To engage in any lawful act or activity. See attached
(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)

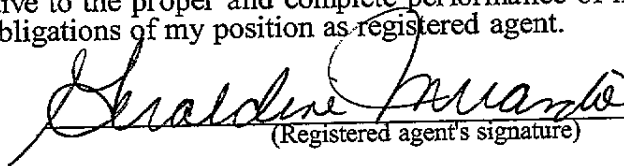
Name: NRAI Services, Inc.

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.


(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: Pamela C. McGuire

Address: One Pepsi Way, Somers, New York 10589

Director: John T. Cahill

Address: One Pepsi Way, Somers, New York 10589

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

President: See attached

Address: _____

Vice President: _____

Address: _____

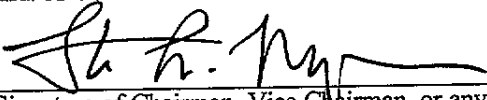
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Steven M. Rapp, Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Attachment to Business Purpose

Bottling Group Holdings, Inc. has a nexus in the state of Florida due to its 80.12% interest in Bottling Group, LLC. Bottling Group Holdings, Inc. does not conduct business in the state of Florida.

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TALLAHASSEE, FLORIDA

Bottling Group Holdings, Inc.

<u>Officers</u>	<u>Title</u>	<u>Address</u>
Craig Weatherup	President	One Pepsi Way, Somers, NY 10589
John Cahill	Treasurer	One Pepsi Way, Somers, NY 10589
Lionel Nowell	Vice President	One Pepsi Way, Somers, NY 10589
Pamela McGuire	Secretary	One Pepsi Way, Somers, NY 10589
Steven M. Rapp	Vice Pres., Asst. Secretary	One Pepsi Way, Somers, NY 10589
Regina Allegretti-Davenport	Vice Pres., Asst. Secretary	One Pepsi Way, Somers, NY 10589
Judith A. Lemke	Vice President	One Pepsi Way, Somers, NY 10589
Geoff Kupferschmid	Vice President	One Pepsi Way, Somers, NY 10589
Celeste Tate	Vice President	One Pepsi Way, Somers, NY 10589

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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 "BOTTLING GROUP HOLDINGS, 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 SEVENTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BOTTLING GROUP HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0960854

DATE: 02-07-01