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REFERENCE : 205378 4374137

AUTHORIZATION :

Patricia Pigatto

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ORDER NO. : 205378-130

CUSTOMER NO: 4374137

CUSTOMER: Marilyn Lowrance, Legal Asst
Gibson Dunn & Crutcher LLP
Suite 4100
1801 California St.
Denver, CO 80202

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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TALLAHASSEE, FLORIDA
NOT INTENDED
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BK

FOREIGN FILINGS

5

NAME: NEW WORLD BEVERAGE COMPANY

XXXX QUALIFICATION (TYPE: CO)

000004541800--1

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

**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. NEW WORLD BEVERAGE COMPANY
(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. 91-2118456
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. APRIL 16, 2001 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1451 QUAIL ST., SUITE 210, NEWPORT BEACH, CA 92660
(Principal office address)
- 1451 QUALI ST., SUITE 210, NEWPORT BEACH, CA 92660
(Current mailing address)
- BEVERAGE IMPORTER. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED.
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(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.

Corporation Service Company

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper

Asst. Secretary

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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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. CRAIG ORR, PRESIDENT

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

NEW WORLD BEVERAGE COMPANY
a Delaware corporation

OFFICER AND DIRECTOR RIDER

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Craig Orr	President	1451 Quail St., Suite 210 Newport Beach, CA 92660
Paul Francis	Vice President	Level 30, 363 George St. Sydney NSW 2000 Australia
Dario Forato	Secretary/Treasurer	Level 30, 363 George St. Sydney NSW 2000 Australia

DIRECTORS

<u>Name</u>	<u>Address</u>
Craig Orr	1451 Quail St., Suite 210 Newport Beach, Ca 92660
Paul Francis	Level 30, 363 George St. Sydney NSW 2000 Australia
David Metherell	Level 30, 363 George St. Sydney NSW 2000 Australia

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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW WORLD BEVERAGE COMPANY" 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 AUGUST, A.D. 2001.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3380854 8300

AUTHENTICATION: 1302004

010407481

DATE: 08-17-01