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TALLAHASSEE, FLORIDA

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REFERENCE : 610754 4304369

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 70.00

ORDER DATE : June 5, 2002

ORDER TIME : 2:49 PM

ORDER NO. : 610754-005

CUSTOMER NO: 4304369

CUSTOMER: Ms. Inga Scheckel
Lord, Bissell & Brook
Suite 3500
115 South Lasalle Street
Chicago, IL 60603

200005726602--3

FOREIGN FILINGS

BK

NAME: BULMERS AMERICA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER: _____

RECEIVED
02 JUN -7 PM 3:20
DEPARTMENT OF STATE
DIVISION OF COMMERCE
TALLAHASSEE, FLORIDA

**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. Bulmers America, 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. 04-3176598
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 11, 2000 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. 7 Wells Ave., Suite 4, Newton, MA 02459
(Principal office address)
7 Wells Ave., Suite 4, Newton, MA 02459
(Current mailing address)
8. Manufacture and sale of hard cider
(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

By Margaret Pike, Asst Secretary
(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 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. James W. Ashley, Jr., Vice President

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BULMERS AMERICA, INC.
DIRECTORS AND OFFICERS

6/5/02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Office</u>	<u>Address</u>
David Knibbs	Director and Chief Executive Officer	7 Wells Ave., Suite 4 Newton, MA 02459
Mark Grindstaff	Director and Vice President - Sales	The Cider Mills Plough Lane Hereford, HR4 OLE England
James W. Ashley, Jr.	Director and Vice President	115 S. LaSalle St. Chicago, IL 60603
John M. Harvey	Director	The Cider Mills Plough Lane Hereford, HR4 OLE England
Colin S. Burns	Director	The Cider Mills Plough Lane Hereford, HR4 OLE England
Roger M. Daniels	Director and Assistant Secretary	The Cider Mills Plough Lane Hereford, HR4 OLE England
Andrew Jones	Vice President and Chief Financial Officer	The Cider Mills Plough Lane Hereford, HR4 OLE England
David Hitchiner	Secretary	The Cider Mills Plough Lane Hereford, HR4 OLE England
Amy Stinson	Assistant Secretary	4300 Bay Area Blvd., #3821 Houston, TX 77058

Delaware

The First State

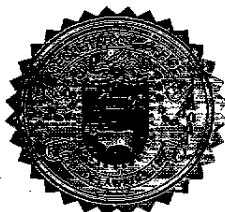
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SECRETARY OF STATE
TALLAHASSEE, FL 32304

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BULMERS AMERICA, 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 FIFTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BULMERS AMERICA, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF JULY, A.D. 2000.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3246468 8300

AUTHENTICATION: 1814476

020361369

DATE: 06-05-02