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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN SEP 29 2004

CT CORPORATION

September 29, 2004

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

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TALLAHASSEE, FLORIDA

Re: Order #: 6162019 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

ALLIED DOMECQ SPIRITS & WINE USA, INC. (MI)
Qualification
Florida

ALLIED DOMECQ SPIRITS & WINE USA, INC. (MI)
Assessment Filing - Allied Domecq Spirits, USA
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

File First
Please

CT CORPORATION

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. Allied Domecq Spirits & Wine USA, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Michigan

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

3. 38-1142580

(FEI number, if applicable)

4. June 14, 1933

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 1992

(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. 355 Riverside Avenue, Westport, CT 06880

(Principal office address)

355 Riverside Avenue, Westport, CT 06880

(Current mailing address)

8. distilled spirits importer/supplier

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

By: Brenda L. White
(Registered agent's signature)

Brenda L. White
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.

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

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A. DIRECTORS

Chairman: See attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: James Clerkin

Address: 355 Riverside Avenue, Westport, CT 06880

Vice President: Maureen McBride

Address: 355 Riverside Avenue, Westport, CT 06880

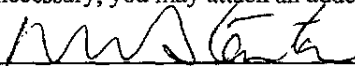
Secretary: David M. Stainton

Address: 2072 Riverside Dr E, Windsor, Ontario N8Y 4S5

Treasurer: Con Constandis

Address: 355 Riverside Avenue, Westport, CT 06880

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. David M. Stainton, VP & Secretary
(Typed or printed name and capacity of person signing application)

Allied Domecq Spirits & Wine USA, Inc.
d/b/a Allied Domecq Spirits, USA

<u>Name & Title</u>	<u>Business Address</u>
James Joseph Clerkin Chairman, President & Director	355 Riverside Avenue Westport CT 06880
Keith Bellinger Executive Vice President & General Manager - President, Northern Business Unit	355 Riverside Avenue Westport, CT 06880
Gerard ("Tex") McCarthy Executive Vice President & General Manager - President, Southern Business Unit	5215 North O'Connor Irving, TX 75309
Peter Hickey Executive Vice President & General Manager - President, Control States Business Unit	355 Riverside Avenue Westport, CT 06880
Simon Hunt Sr. VP Marketing	355 Riverside Avenue Westport, CT 06880
Con Constandis Sr. VP Finance & Treasurer & Director	355 Riverside Avenue Westport, CT 06880
Harold V. Gorman Sr. VP, General Counsel & Director	355 Riverside Avenue Westport, CT 06880
Chris Swonger Sr. VP Corporate Affairs	1301 K Street NW, Suite 250 West Tower Washington, DC 20005 355 Riverside Avenue Westport, CT 06880
Mary Thomas Sr. VP & Director	355 Riverside Avenue Westport, CT 06880
Stephen Bennett VP Finance - Northern Business Unit	355 Riverside Avenue Westport, CT 06880
Emmanuel Biundo VP Finance - Southern Business Unit	5215 North O'Connor Irving, TX 75309
Steven Bjeldanes VP Division Mgr - Florida	One Tower Lane, Suite 2670 Oakbrook Terrace, IL 60181
Kevin Cooke VP Division Mgr CA/HI	17011 Beach Blvd., Suite 600 Huntington Beach, CA
Paul Criscuolo VP Division Mgr -Control States East	355 Riverside Avenue Westport, CT 06880
Ebighe Emafo VP HR - Southern Business Unit	5215 North O'Connor Irving, TX 75309
Mike Ginley VP National Accounts On-Premise	355 Riverside Avenue Westport, CT 06880
Rebecca Gordon VP Marketing Northern Business Unit	355 Riverside Avenue Westport, CT 06880
Andrew Hollyer VP Finance - Control States Business Unit	355 Riverside Avenue Westport, CT 06880
Barbara Jackson VP	355 Riverside Avenue Westport, CT 06880
Howard Jeffery VP Division Mgr -Multi States	5215 North O'Connor Irving, TX 75309

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TALLAHASSEE, FLORIDA

VP HR - Control States Business Unit

Maureen McBride

VP Assistant General Counsel

Mark McKethan

VP Division Mgr - Northeast

Mike Mouvet

VP - Corp Off-Premise

Scott Ortega

VP

Gene Richter

VP Division Mgr - Texas

Tom Rose

VP Division Mgr - New York

John A. Shea

VP - Corporate Communications

David M. Stainton

VP & Secretary

Robert Swartz

VP Central Division

Bill Tudor

VP Division Mgr - Control West

Michael Kennedy

Assistant Treasurer & Director

Michael John Cremering

Assistant Treasurer

David Karraker

VP Communications

Mark Bagley

VP Marketing Southern Business Unit

Barry Younkie

VP

Laura Bright

VP

Christine Norton

VP Audit

Richard Graham Turner

Director

Business Address

355 Riverside Avenue

Westport, CT 06880

355 Riverside Avenue

Westport, CT 06880

355 Riverside Avenue

Westport, CT 06880

17011 Beach Blvd., Suite 600

Huntington Beach, CA 92647

One Tower Lane, Suite 2670

Oakbrook Terrace, IL 60181

2255 Glades Rd, Suite 419A

Boca Raton, FL 33431

565 Taxter Road

Elmsford, NY 10523

355 Riverside Avenue

Westport, CT 06880

2072 Riverside Drive

Windsor, Ontario

N8Y 4S5

One Tower Lane, Suite 2670

Oakbrook Terrace, IL 60181

1518 NE Jade St

Issaquah, WA 98027

355 Riverside Avenue

Westport, CT 06880

2072 Riverside Drive East

Windsor, Ontario

N8Y 4S5

355 Riverside Avenue

Westport, CT 06880

5215 North O'Connor, Suite 1900

Irving, TX 75039

6200 Dutchman's Lane

Louisville, KY 40205

355 Riverside Avenue

Westport, CT 06880

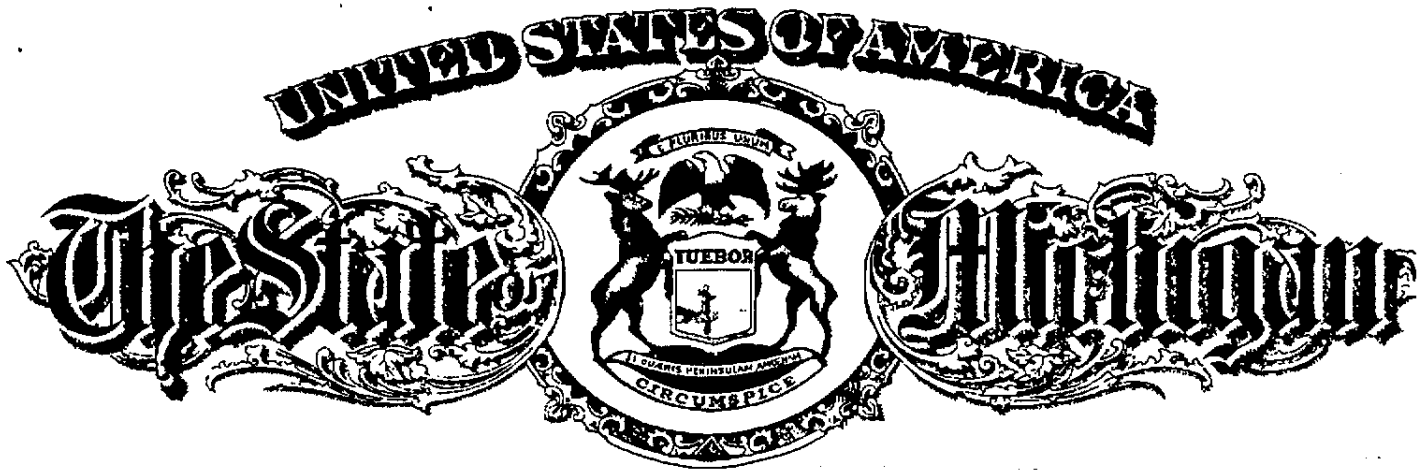
355 Riverside Avenue

Westport, CT 06880

The Pavilions, Bridgwater Road

Bedminster Down, Bristol UK

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TALLAHASSEE, FLORIDA



Lansing, Michigan

This is to Certify That

ALLIED DOMEQ SPIRITS & WINE USA, INC.

was validly incorporated on June 14, 1933, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 31st day of August, 2004.

Andrew S. Hittell, Director

Bureau of Commercial Services