

To: FL Dept. of State
Subject: 001207.42557

F05000005467

Florida Department of State
Division of Corporations
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((H05000225553 3)))

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To: Division of Corporations
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From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

NAKED JUICE CO. HOLDINGS, INC.

Certificate of Status	0
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Page Count	05
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9/22/2005 11:32:47 AM

N. Culligan SEP 23 2005

H05000225553 3

**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. Naked Juice Co. Holdings, 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. Pennsylvania

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

3. 23-1694834

(FEI number, if applicable)

4. 04/16/1968

(Date of incorporation)

5. Perpetual

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

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 935 West 8th Street, Azusa, CA 91702

(Principal office address)

935 West 8th Street, Azusa, CA 91702

(Current mailing address)

8. Beverage Distribution

(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 NOT acceptable)

Name: Registered Agent Solutions, Inc.

Office Address: 1333 N. Duval Street

Tallahassee


(City)

. Florida 32303

(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 business addresses of officers and/or directors:

H05000225553 3

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DIVISION OF CORPORATIONS
05 SEP 22 PM 12:12

H05000225553 3

A. DIRECTORS

Chairman: See "Exhibit A"

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See "Exhibit A"

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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05 SEP 22 PM 12:12

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

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

14. John Kelleher, Vice President
(Typed or printed name and capacity of person signing application)

H05000225553 3

H05000225553 3

Exhibit "A"

Officers and Directors of
Naked Juice Co. Holdings, Inc.

Officers

Monty Sharma	Chief Executive Officer	935 West 8 th St., Azusa, CA 91702
Marc D. Ruth	Secretary	935 West 8 th St., Azusa, CA 91702
John Kelleher	Treasurer and Vice President	935 West 8 th St., Azusa, CA 91702
Thomas Hicks	Vice President	935 West 8 th St., Azusa, CA 91702
David K. Bodiford	Vice President	935 West 8 th St., Azusa, CA 91702
Lorenzo Nicastro	Vice President	935 West 8 th St., Azusa, CA 91702

Directors

Charles ("Chip") F. Baird	Chairperson	183 E. Putnam Dr., Greenwich, CT 06830
Monty Sharma	Director	935 West 8 th St., Azusa, CA 91702
Peter Shabecoff	Director	183 E. Putnam Dr., Greenwich, CT 06830
Arthur Warshaw	Director	183 E. Putnam Dr., Greenwich, CT 06830
Peter Roy	Director	183 E. Putnam Dr., Greenwich, CT 06830
Louis Marinaccio	Director	183 E. Putnam Dr., Greenwich, CT 06830

EXHIBIT "A"

H05000225553 3

To: FL Dept. of State
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From: Katie Wonsch

Thursday, September 22, 2005 11:39 AM Page: 5 of 5

H05000225553 3

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

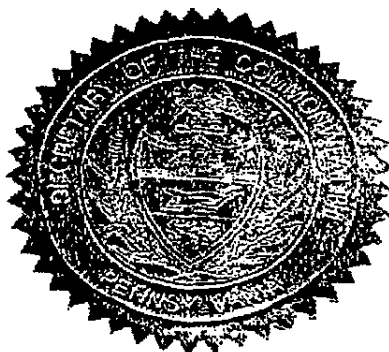
September 08, 2005

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

NAKED JUICE CO. HOLDINGS, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I
have hereunto set my hand and
caused the Seal of the
Secretary's Office to be affixed,
the day and year above written.

Peter C. Santis
Secretary of the Commonwealth

STMARTZ

H05000225553 3