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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Heritage Brands Inc.

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**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. HERITAGE BRANDS 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. Delaware

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

3.

(FBI number, if applicable)

4. July 16, 2007

(Date of incorporation)

5.

perpetual

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

6. N/A

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

7. 8201 Peters Road, Suite 1000, Plantation, Florida 33324

(Principal office address)

Same as above

(Current mailing address)

8. Sales, marketing, and distribution of beverages

(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: **Corporation Service Company**

Office Address: **1201 Hays Street**

Tallahassee

(City)

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.

Corporation Service Company

By: 

(Registered agent's signature)

Jeanine Reynolds

as its agent

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

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A. DIRECTORS

Director: Robert Cullins

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TALLAHASSEE, FLORIDA

Address: 8201 Peters Road, Suite 1000, Plantation, Florida 33324

Director: Jean-Pierre Baccus

Address: 8201 Peters Road, Suite 1000, Plantation, Florida 33324

Director: Szymon Dec

Address: 8201 Peters Road, Suite 1000, Plantation, Florida 33324

Director: Justin Bickle

Address: 8201 Peters Road, Suite 1000, Plantation, Florida 33324

B. OFFICERS

President/CEO: Robert Cullins

Address: 8201 Peters Road, Suite 1000, Plantation, Florida 33324

Secretary/Treasurer: Justin Bickle

Address: 8201 Peters Road, Suite 1000, Plantation, Florida 33324

Assist. Secretary: Szymon Dec

Address: 8201 Peters Road, Suite 1000, Plantation, Florida 33324

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. Robert Cullins, President and Chief Executive Officer

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

Delaware

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HERITAGE BRANDS 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. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HERITAGE BRANDS INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF JULY, A.D. 2007.

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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6367758

DATE: 02-07-08