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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: McLane Beverage Holding, Inc.
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Johnna Baird
(Name of Person)

McLane Company, Inc.
(Firm/Company)

PO Box 6115 Attn: Tax Dept.
(Address)

Temple, TX 76504
(City/State and Zip Code)

For further information concerning this matter, please call:

Johnna Baird at (254) 742-3614
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|--|--|---|---|

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS
IN THE STATE OF FLORIDA:*

1. McLane Beverage Holding, Inc.
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Texas 3. 35-2343540
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 07/24/2008 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 10/28/2008
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S., to determine penalty liability.)
7. 4747 McLane Parkway, Temple, TX. 76504
(Principal office address)

PO Box 6115 Attn: Tax Dept., Temple, TX 76503-6115
(Current mailing address)

8. Receipt, warehousing, and wholesale distribution of beverage alcohol
(Purpose(s) of corporation authorized in home state or country to be carried out in the 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, Florida 32301
(City) (Zip Code)

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TALLAHASSEE, FLORIDA

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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)

Dwight Coats, Assistant 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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list

Address: _____

Vice President: _____

Address: _____

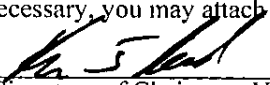
Secretary: _____

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. Kevin J. Koch, Treasurer
(Typed or printed name and capacity of person signing application)

McLane Beverage Holding, Inc.
FEIN: 35-2343540
State of Florida
Schedule of Corporate Officers

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
OFFICERS		
William G. Rosier	Chief Executive Officer	4747 McLane Parkway, Temple, TX 76504
Mike Youngblood	President	4747 McLane Parkway, Temple, TX 76504
James L. Kent	Executive Vice President	4747 McLane Parkway, Temple, TX 76504
Len Mewhinney	Secretary	4747 McLane Parkway, Temple, TX 76504
Donald R. Graves	Assistant Secretary	4747 McLane Parkway, Temple, TX 76504
Kevin J. Koch	Treasurer	4747 McLane Parkway, Temple, TX 76504
DIRECTORS		
William G. Rosier	Director	4747 McLane Parkway, Temple, TX 76504
James L. Kent	Director	4747 McLane Parkway, Temple, TX 76504
Mike Youngblood	Director	4747 McLane Parkway, Temple, TX 76504

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING OF

McLane Beverage Holding, Inc.
File Number: 801008353

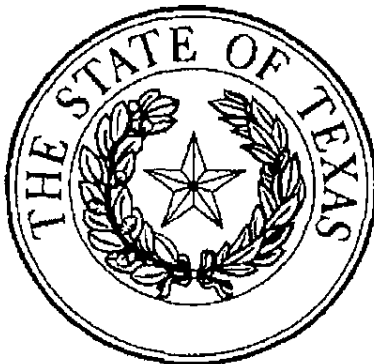
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic For-Profit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 07/24/2008

Effective: 07/24/2008



A handwritten signature in cursive script, reading "Hope Andrade".

Hope Andrade
Secretary of State