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EFFECTIVE DATE
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Troy #2940

RECEIVED
2008 DEC 24 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
RED BULL DISTRIBUTION COMPANY, INC.

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08 DEC 24 PM 12:30

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Melissa

T. Roberts DEC 24 2008

EFFECTIVE DATE
12/23

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Red Bull Distribution Company, Inc.	Delaware	F08000004552

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Red Bull Distributing Tampa, Inc.	Florida	P07000025058

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 01 / 01 / 2009 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 23, 2008

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 23, 2008

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Red Bull Distribution Company, Inc.



Selim Chidiac, Chief Executive Officer

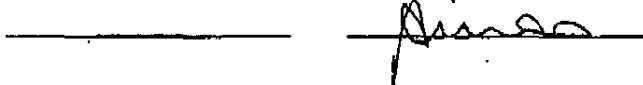
Red Bull Distributing Tampa, Inc.



Andrea Ceraico, Chief Financial Officer

Selim Chidiac, Chief Executive Officer

Andrea Ceraico, Chief Financial Officer



PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Red Bull Distribution Company, Inc.	Delaware

SECOND: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Red Bull Distributing Tampa, Inc.	Florida

THIRD: The terms and conditions of the merger are as follows:

1. Effective Time. The merger shall become effective at 12:00 am EST on January 1, 2009 (the "Effective Time"). The executed Articles of Merger for the merging corporation and Certificate of Merger for the surviving corporation shall be filed with the Florida Department of State and the Delaware Secretary of State, respectively, prior to the Effective Time.

2. Certificate of Incorporation; Bylaws.

(a) From and after the Effective Time, the Certificate of Incorporation of the Red Bull Distribution Company, Inc., as in effect immediately prior to the Effective Time, shall be the Certificate of the Incorporation of the Surviving Corporation; and

(b) From and after the Effective Time, the Bylaws of Red Bull Distribution Company, Inc. as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation.

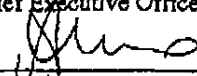
3. Officers and Directors. The officers of Red Bull Distribution Company, Inc. immediately prior to the Effective Time shall continue as officers of the Surviving Corporation and remain officers until their successors are duly appointed or their resignation, removal or death. The sole director of Red Bull Distribution Company, Inc. immediately prior to the Effective Time shall continue as the sole director of the Surviving Corporation and shall remain director until his successor(s) are duly elected and qualified or until his prior resignation, removal or death.

FOURTH: Conversion of Stock of the Merging Corporation. At the Effective Time by virtue of the merger and without any action on part of the holder of any outstanding shares of the Merging Corporation, each share of stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be converted into one share of stock of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be executed by a duly authorized officer this 2nd day of December, 2008.

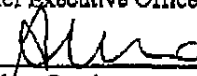
RED BULL DISTRIBUTION COMPANY, INC.

By: 
Name: Sélim Chidiac
Title: Chief Executive Officer

By: 
Name: Andrea Ceraico
Title: Chief Financial Officer

RED BULL DISTRIBUTING TAMPA, INC.

By: 
Name: Sélim Chidiac
Title: Chief Executive Officer

By: 
Name: Andrea Ceraico
Title: Chief Financial Officer