

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

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

From:

Account Name : C T CORPORATION SYSTEM
Account Number : PCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION

Pepsi-Cola Metropolitan Bottling Company, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 06 |
| Estimated Charge | \$70.00 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Pepsi-Cola Metropolitan Bottling Company, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lisa Uhl

Name of Person

PepsiCo, Inc.

Firm/Company

Tax Department, 700 Anderson Hill Road

Address

Purchase, NY 10577-1444

City/State and Zip code

lisa.uhl@pepsi.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lisa Uhl

Name of Person

at (914) 253-2548

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input 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 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. Pepsi-Cola Metropolitan Bottling Company, 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. New Jersey

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

3. 13-1584303

(FEI number, if applicable)

4. 07/21/1934

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

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

7. 700 Anderson Hill Road, Purchase, NY 10577

(Principal office address)

same

(Current mailing address)

8. Soft drink and beverage bottler.

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.

C T Corporation System

By: Rebecca Barth

(Registered agent's signature)

Assistant Secretary
Rebecca Barth

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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

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

PEPSI-COLA METROPOLITAN BOTTLING COMPANY, INC.

OFFICERS AND DIRECTORS

| <u>Name</u> | <u>Office/Title</u> | <u>Mailing Address</u> |
|------------------------|----------------------|--|
| Kathryn L. Carson | President | 700 Anderson Hill Road, Purchase, NY 10577 |
| Christine Griff | Director | 700 Anderson Hill Road, Purchase, NY 10577 |
| Megan Hurley | Vice President | 700 Anderson Hill Road, Purchase, NY 10577 |
| Thomas H. Tamoney, Jr. | Director & Secretary | 700 Anderson Hill Road, Purchase, NY 10577 |
| J. Darrell Thomas | Director & Treasurer | 700 Anderson Hill Road, Purchase, NY 10577 |

STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
SHORT FORM STANDING

PEPSI-COLA METROPOLITAN BOTTLING COMPANY, INC.

6923936000

With the Previous or Alternate Name

PEPSI-COLA METROPOLITAN BOTTLING COMPANY INC. (Previous Name)

METROPOLITAN BOTTLING COMPANY, INC. (Previous Name)

PEPSI-COLA COMPANY OF NEW JERSEY, INC (Previous Name)

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on July 21, 1934.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify the registered agent and registered office are:

*The Corporation Trust Company
820 Bear Tavern Road
West Trenton, NJ 08628*



Certificate Number: 116315593

Verify this certificate online at

http://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
2nd day of February, 2010*

A handwritten signature in black ink, appearing to read "Andrew P. Sidamon-Eristoff".

**Andrew P Sidamon-Eristoff
Acting State Treasurer**