

F93000004071

PAGE, SCRANTOM, SPROUSE, TUCKER & FORD, P. C.
ATTORNEYS AND COUNSELLORS AT LAW

1043 THIRD AVENUE
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MITCHELL M. MCKINNEY*
JAMES A. BALLI
STEPHANIE K. CROSSE

*ALSO ADMITTED
IN ALABAMA

April 12, 2000

VIA FEDERAL EXPRESS

Division of Corporations
Attention: Amendment Section
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Name Change of
Cott Beverages USA, Inc. to BCB USA Corp.
Corporate ID Number: F93000004071

200003207492--2
-04/13/00--01076--007
*****35.00 *****35.00

FILED
00 MAY -3 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Madam or Sir:

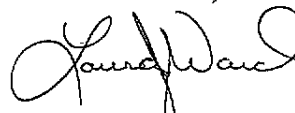
Please cause to file the enclosed Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida submitted on behalf of the Company. The Application (2 originals) is accompanied by a Certificate of Existence from the Company's state of domestication (i.e. Georgia) as well as this firm's check in the amount of \$35.00 as fee for said request.

Thank you in advance for your cooperation in this matter. And should you have any question, please do not hesitate to contact the undersigned at 706-324-0251.

Sincerely yours,

PAGE, SCRANTOM, SPROUSE,
TUCKER & FORD, P.C.

By:



Laura J. Ward
Paralegal



T. LEWIS MAY 3 2000

LJW/lw
Enclosures

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STEPHANIE K. CROSSE

May 2, 2000

*ALSO ADMITTED
IN ALABAMA

VIA FEDERAL EXPRESS

Ms. Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Cott Beverages USA, Inc.
Ref. Number: F93000004071

Dear Ms. Lewis:

Pursuant to your letter of April 20, 2000, enclosed please find Cott Beverages USA, Inc.'s resubmitted Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida.

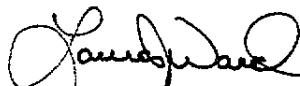
As you instructed during our telephone conversations, also enclosed with the application is a letter from Cott Holdings Inc., surviving entity between the merger of Cott Holdings Inc. and BCB USA Corp., stating that Cott Holdings Inc. will not seek reinstatement from the State of Florida under the name "BCB USA Corp." and that Cott Holdings Inc. releases the name "BCB USA Corp." to Cott Beverages USA, Inc.

It is my understanding that your office retained the \$35.00 filing fee from our initial submission. If this is incorrect or if you have any questions, please call the undersigned immediately at 706-324-0251.

Sincerely yours,

PAGE, SCRANTOM, SPROUSE,
TUCKER & FORD, P.C.

By:



Laura J. Ward
Paralegal

LJW/lw
Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 20, 2000

LAURA J. WARD, PARALEGAL
PAGE, SCRANTON, SPROUSE, TUCKER & FORD
P. O. BOX 1199
COLUMBUS, GA 31902

SUBJECT: COTT BEVERAGES USA, INC.
Ref. Number: F93000004071

We have received your document for COTT BEVERAGES USA, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 500A00021835

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
00 MAY -3 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Cott Beverages USA, Inc.

Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Georgia

3. Date authorized to do business in Florida: 9/8/1993

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

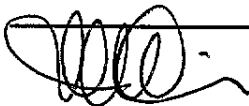
January 24, 2000

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

BCB USA Corp.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.



MARK HACKMAN - SVP + SECRETARY

Signature
Name and Title

April 7/2000

Date

COTT HOLDINGS INC.

207 Queen's Quay West

Suite 340

Toronto, Ontario

M5J 1A7

Ph: (416) 203-3898

Fax: (416) 203-5609

April 28, 2000

Ms. Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Cott Beverages USA, Inc.
ID Number: F93000004071

Dear Ms. Lewis:

I am writing on behalf of Cott Holdings Inc. to provide information and assurances requested in connection with the Application By Foreign Corporation To File Amendment To Application For Authorization To Transact Business In Florida ("Application") filed by its second tier subsidiary, the former Cott Beverages USA, Inc., a Georgia corporation (Florida ID No. 93000004071) which changed its name to "BCB USA Corp." effective January 24, 2000. A copy of the Certificate of Name Change Amendment issued by the Secretary of State of Georgia is attached as Exhibit "A".

We understand that some confusion has arisen from the fact that the former BCB USA Corp., a Georgia corporation (Florida ID No. 98000000655) was also qualified to do business in Florida. Be advised that the said former BCB USA Corp. merged with and into this company (Cott Holdings

Inc.) effective January 24, 2000, and that Cott Holdings Inc. was the surviving corporation of the merger and is therefore successor-in-interest to the former BCB USA Corp. A copy of the Certificate of Merger issued by the Secretary of State of Georgia is attached as Exhibit "B".

As a result of the merger and name change described above, as of January 24, 2000 (i) the former BCB USA Corp. (Florida ID No. 98000000655) ceased to exist as a separate entity and (ii) the former Cott Beverages USA, Inc. (Florida ID No. 93000004071) became legally known as BCB USA Corp. Cott Holdings Inc. wishes to have these changes duly reflected in Florida. Accordingly I am authorized as an officer of Cott Holdings Inc. to give the following assurances in its name, both as successor-in-interest to the former BCB USA Corp., and as one hundred percent owner (second tier) of the current BCB USA Corp. (formerly known as Cott Beverages USA, Inc.):

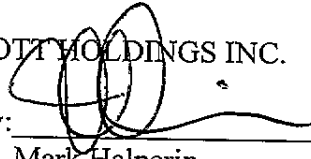
1. The former BCB USA Corp. (Florida ID Number: F9800000065) will never request that the State of Florida reinstate its registration nor otherwise seek to do business in the State of Florida in its old name for so long as the rights in that name are held by the former Cott Beverages USA, Inc. or any other entity; and

May 1, 2000
Page 3

2. The former BCB USA Corp. (Florida ID Number: F98000000655) has released unconditionally its corporate name to the former Cott Beverages USA, Inc.(now known as BCB USA Corp.)(Florida ID Number 93000004071).

On the basis of these assurances we are resubmitting the Application. We thank you for your cooperation and assistance.

COTT HOLDINGS INC.

By: 

Mark Halperin
Senior Vice President and Secretary

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 000941360
CONTROL NUMBER : K107144
DATE INC/AUTH/FILED: 05/01/1991
JURISDICTION : GEORGIA
PRINT DATE : 04/03/2000
FORM NUMBER : 211

PAGE, SCRANTON, SPROUSE, TUCKER & FORD
LAURA J. WARD
1043 THIRD AVE
COLUMBUS, GA 31901

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

BCB USA CORP.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



A handwritten signature in cursive script, appearing to read 'Cathy Cox', is written over the printed name.

Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 000340289
CONTROL NUMBER: K107144
EFFECTIVE DATE: 01/24/2000
REFERENCE : 0077
PRINT DATE : 02/03/2000
FORM NUMBER : 611

DAV BUEHLER
P.O. BOX 1199
COLUMBUS, GA 319021199

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

COTT BEVERAGES USA, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

BCB USA CORP.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



EXHIBIT

A

Cathy Cox
Secretary of State

000340289

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COTT BEVERAGES USA, INC.

ARTICLE I

The name of the corporation is COTT BEVERAGES USA, INC. (the "Corporation").

ARTICLE II

The following amendments (the "Amendment") to the Articles of Incorporation of the Corporation has been adopted as follows:

- A. The text of Article 1 of the Articles of Incorporation of Cott Beverages USA, Inc. ("Articles") is hereby deleted in its entirety and the following substituted in lieu thereof:

"The name of the corporation is "BCB USA CORP."

- B. The text of Article 5 of the Articles is hereby deleted in its entirety and the following is substituted in lieu thereof:

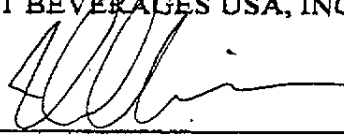
The maximum number of shares of capital stock that the Corporation should be authorized to have outstanding at anytime shall be 1,000,000 shares of voting common capital stock of no par value. The amount of capital with which the Corporation shall begin business shall not be less than \$500. The shares of capital stock are not subject to redemption by the Corporation.

ARTICLE III

The Amendment was adopted on the 24th day of January, 2000, by the unanimous written consent of the Board of Directors and the sole shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment
this 24th day of January, 2000.

COTT BEVERAGES USA, INC.

By: 

Title: Secretary

SECRETARY OF STATE
JAN 24 12 49 PM '00
BSH

CERTIFICATE REQUEST FOR PUBLICATION

The undersigned does hereby certify and verify that the Request for Publication of Notice of Change of Corporate Name of Cott Beverages USA, Inc. and payment therefor have been made as required by subsection (b) of § 14-2-1006.1 of the Georgia Business Corporation Code, this the 24th day of January, 2000.

PAGE, SCRANTOM, SPROUSE
TUCKER & FORD, P.C.

By: David A. Buehler
David A. Buehler

Page, Scrantom, Sprouse, Tucker & Ford, P.C.
1043 Third Avenue
Post Office Box 1199
Columbus, Georgia 31902-1199
(706) 324-0251

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 000271303
CONTROL NUMBER: K221150
EFFECTIVE DATE: 01/24/2000
REFERENCE : 0077
PRINT DATE : 02/03/2000
FORM NUMBER : 411

PAGE, SCRANTOM, SPROUSE, TUCKER & FORD
DAV BUEHLER
P. O. BOX 1199
COLUMBUS GA 31902

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

COTT HOLDINGS INC., A DELAWARE CORPORATION

Nonsurviving Entity/Entities:

BCB USA CORP., A GEORGIA CORPORATION




CATHY COX
SECRETARY OF STATE

EXHIBIT

B

00029/303

**CERTIFICATE OF MERGER
OF
COTT HOLDINGS INC.
AND
BCB USA CORP.**

I.

The Board of Directors and shareholders of COTT HOLDINGS INC. ("HOLDINGS") a Delaware corporation, and the Board of Directors and shareholders of BCB USA CORP., ("BCB"), a Georgia corporation, have duly approved an Agreement and Plan of Merger.

II.

The name of the surviving corporation is COTT HOLDINGS INC., a Delaware corporation.

III.

The executed Agreement and Plan of Merger was approved by the unanimous vote of the shareholders and boards of directors of HOLDINGS and BCB.

IV.

The executed Agreement and Plan of Merger is on file at the principal place of business of HOLDINGS which is located at 207 Queen's Quay West, Suite 340, Toronto, Ontario, Canada M5J 1A7.

V.

A copy of the Agreement and Plan of Merger will be provided by HOLDINGS, on request and without cost, to any shareholder of BCB or HOLDINGS.

VI.

Pursuant to the Agreement and Plan of Merger, the merger of HOLDINGS and BCB shall be effective as of the filing of this Certificate.

BCB USA CORP.

BY: [Signature]

ITS: Secretary

(Corporate Seal)

COTT HOLDINGS INC.

BY: [Signature]

ITS: Secretary

SECRETARY OF STATE
JAN 24 12 49 PM '00
DSF

CERTIFICATE REQUEST FOR PUBLICATION

The undersigned does hereby certify and verify that the Request for Publication of Notice of Merger or Share Exchange of BCB USA Corp., and payment therefor have been made as required by subsection (b) of § 114-2-1105.1 of the Georgia Business Corporation Code, this the 24th day of January, 2000.

PAGE, SCRANTOM, SPROUSE
TUCKER & FORD, P.C.

By: David A. Buehler
David A. Buehler

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Post Office Box 1199
Columbus, Georgia 31902-1199
(706) 324-0251

SECRETARY OF STATE
JAN 24 12 49 PM '00
BUREAU OF