

F 95 0000 01690
TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

600001450256
-04/07/95--01027--007
*****70.00 *****70.00

SUBJECT: Leisuretime Services, 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", 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:

Donald J. Vecchie
(Name of Person)
Refreshment Services
(Firm/Company)
3400 Solar Ave., P.O. Box 8348
(Address)
Springfield, IL 62791-8348
(City, State and Zip Code)

FILED
95 APR - 7 AM 11: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Todd M. Turner at (217) 544 - 1144
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Leisuretime Services, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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.)

2. Delaware 3. 0364226
(State or country under the law of which it is incorporated) (FEI number, if applicable)
5193664226

4. 10/12/94 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not yet conducting business in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Donald J. Vecchie, Leisuretime Services, Inc.
P.O. Box 8348, Springfield, IL 62791
(Current mailing address)

8. Holding company providing management services for beverage companies
(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:
Name: Al Hudgins
Office Address: Tallahassee Pepsi-Cola
3919 W. Pensacola
Tallahassee, Florida, 32304
(Zip Code)

FILED
95 APR -7 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
32304

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.

Al Hudgins
(Registered agent's signature)

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: Donald J. Vecchie

Address: 7656 Boca Raton Drive
Las Vegas, NV 89113

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Donald J. Vecchie

Address: 7656 Boca Raton Drive
Las Vegas, NV 89113

Vice President: _____

Address: _____

Secretary: Carol Jo Vecchie

Address: 7656 Boca Raton Drive
Las Vegas, NV 89113

Treasurer: Carol Jo Vecchie

Address: 7656 Boca Raton Drive
Las Vegas, NV 89113

95 APR - 7 AM 11:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

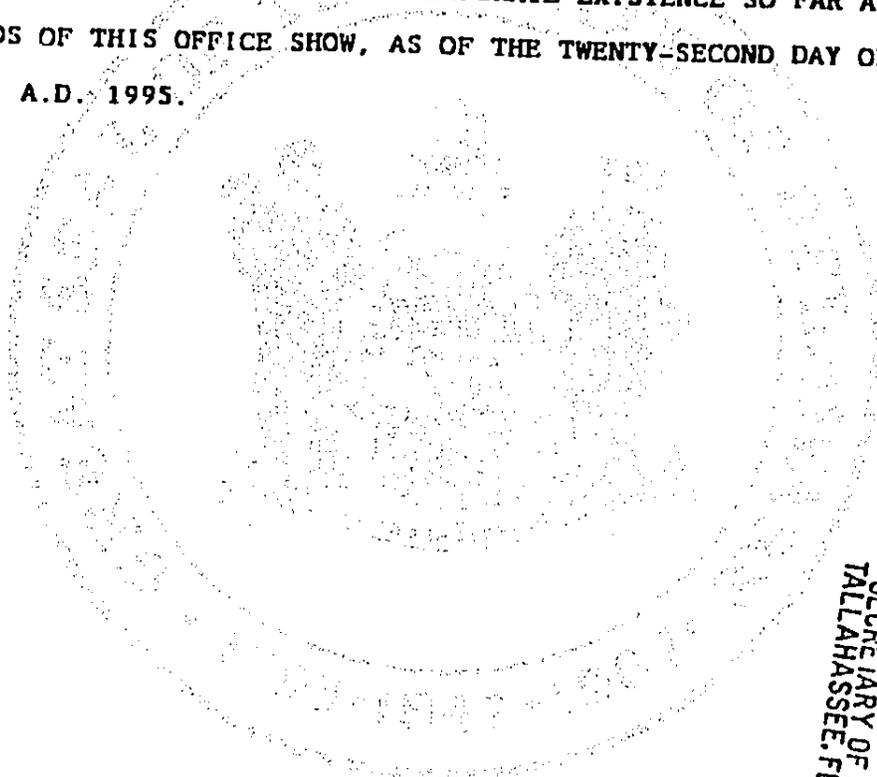
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Donald J. Vecchie
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

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

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEISURETIME SERVICES, 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 TWENTY-SECOND DAY OF MARCH, A.D. 1995.



FILED
95 APR - 7 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2426924 8300
950059701

AUTHENTICATION:
DATE: 7446121
03-22-95