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F96000002859

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

100001865371

-06/18/96--01104--012

***1270.00 ***1270.00

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DIVISION OF CORPORATIONS
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Cadbury Beverages International Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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6/7/96

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. CADBURY BEVERAGES INTERNATIONAL 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. 06-1414002
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 23, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 6 High Ridge Park, Stamford, Connecticut 06905
(Current mailing address)

To engage in any lawful act or activity for which duly organized
8. Delaware Corporations may be qualified under Florida law.
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

Dwight Coats, Asst. Secy.

(Type Name and Title of Officer)

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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: John Brock

Address: 6 High Ridge Park
Stamford, CT 06905

Director ~~Vice-Chairman~~: Douglas D. Tough

Address: 6 High Ridge Park
Stamford, CT 06905

Director: J. Anthony Sedgwick

Address: 6 High Ridge Park
Stamford, CT 06905

Director: Henry A. Udow

Address: 6 High Ridge Park
Stamford, CT 06905

B. OFFICERS

President: Douglas D. Tough

Address: 6 High Ridge Park
Stamford, CT 06905

Vice President: Gary G. Lyons

Address: 6 High Ridge Park
Stamford, CT 06905

Secretary: Paul J. Jakubek

Address: 6 High Ridge Park
Stamford, CT 06905

ADDENDUM TO LIST OF OFFICERS

John Brock - Chairman
6 High Ridge Park
Stamford, CT 06905

Henry A. Udow - Senior Vice President
6 High Ridge Park
Stamford, CT 06905

Charles N. Huntley - Vice President
6 High Ridge Park
Stamford, CT 06905

John Bird - Vice President
6 High Ridge Park
Stamford, CT 06905

James A. Bryan - Vice President
6 High Ridge Park
Stamford, CT 06905

Rinaldo Alfinito - Vice President
6 High Ridge Park
Stamford, CT 06905

Elizabeth McLeod - Vice President
6 High Ridge Park
Stamford, CT 06905

Francisco Albusua - Vice President
6 High Ridge Park
Stamford, CT 06905

Kameel N. Shabb - Vice President
6 High Ridge Park
Stamford, CT 06905

Barry C. Phillips - Vice President
6 High Ridge Park
Stamford, CT 06905

Treasurer: J. Anthony SadgwickAddress: 6 High Ridge ParkStamford, CT 06905

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

13.

Gary G. Lyons
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Gary G. Lyons - Vice President & Assistant Secretary
(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 "CADBURY BEVERAGES INTERNATIONAL 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 FIFTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
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Edward J. Freel, Secretary of State

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AUTHENTICATION:
DATE:

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06-05-96