

F9600005832

1201 HAYS STREET

800-342-8086

PHOENIX, AZ 85001

904-257-71

904-257-7191

**CSC networks**

PHOENIX, AZ  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 147819 4359488

AUTHORIZATION : 000002001040--1

COST LIMIT : \$ PPD

-11/08/96--01112--005  
\*\*\*\*175.00 \*\*\*\*175.00

ORDER DATE : November 7, 1996

ORDER TIME : 12:41 PM

ORDER NO. : 147819-005

CUSTOMER NO: 4359488

CUSTOMER: J. Gregory Humphries, Esq  
Smith Williams & Humphries  
201 East Pine, Suite 701

Orlando, FL 32801

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV -7 PM 3:02

FOREIGN FILINGS

NAME: CAROLINA EAGLE DISTRIBUTING,  
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY - NEED 2 CERTIFIED COPIES  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

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**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. Carolina Eagle Distributing, 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. North Carolina  
(State or country under the law of which it is incorporated)
3. 56-1653471  
(FEI number, if applicable)
4. 03-10-89  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Anticipated November 1, 1996  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156 F.S.))
7. 3231 N. Wesleyan Boulevard  
Rocky Mount, NC 27804  
(Current mailing address)
8. See Exhibit A Attached  
(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: J. Gregory Humphries, Esq.  
Office Address: 201 E. Pine Street, Suite 701  
Orlando, Florida, 32801  
(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 obligations of my position as registered agent.*

J. Gregory Humphries  
(Registered agent's signature) (Officer)

J. Gregory Humphries, Esq.  
(Type Name and Title of Officer)

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: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: John W. Saputo \_\_\_\_\_

Address: 100 Green Cove Lane \_\_\_\_\_

Rocky Mount, NC 27804 \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: John W. Saputo \_\_\_\_\_

Address: 100 Green Cove Lane \_\_\_\_\_

Rocky Mount, NC 27804 \_\_\_\_\_

Assistant Secretary  
~~Vice President~~ Terry Ray \_\_\_\_\_

Address: 3231 N. Wesleyan Blvd. \_\_\_\_\_

Rocky Mount, NC 27804 \_\_\_\_\_

Secretary: Denise M. Saputo \_\_\_\_\_

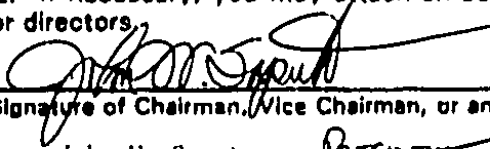
Address: 100 Green Cove Lane \_\_\_\_\_

Rocky Mount, NC 27804 \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John W. Saputo - PRESIDENT \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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EXHIBIT A

8. To engage in the business of buying and selling of wholesale malt beverages and the operating of distribution and warehouse activities for the purposes therefor; to engage in any lawful activity for which corporations may be organized; specifically to operate an Anheuser-Busch distributorship in Sarasota, Florida.

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# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

## CERTIFICATE OF EXISTENCE

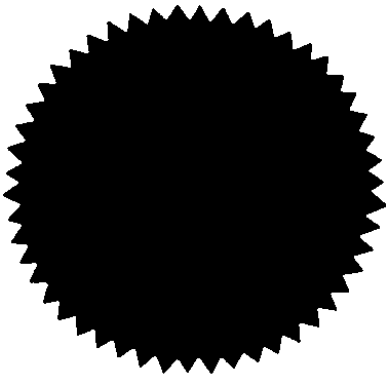
**I, JANICE H. FAULKNER**, *Secretary of State of the State of North Carolina*, do hereby certify that

**CAROLINA EAGLE DISTRIBUTING, INC.**

*is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 10th day of March, 1989, with its period of duration being perpetual.*

**I FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 23rd day of October, 1996.



*Janice H. Faulkner*  
Secretary of State

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DIVISION OF CORPORATIONS  
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**F 96000005832**

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

**CAROLINA EAGLE DISTRIBUTING, INC., a North Carolina corporation qualified  
in Florida, document number F96000005832**

**INTO**

**CAROLINA MERGER CORP. which changed its name to  
CAROLINA EAGLE DISTRIBUTING, INC., a Florida corporation,  
P96000102656**

**File date: January 6, 1997**

**Corporate Specialist: Karen Gibson**