

F99000002347



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 224142 4300818

AUTHORIZATION : Patricia Piguet

COST LIMIT : \$ 70.00

ORDER DATE : April 30, 1999

ORDER TIME : 12:33 PM

ORDER NO. : 224142-005

500002865645--7

CUSTOMER NO: 4300818

CUSTOMER: Tara Vance, Esq
Gilbert, Segall And Young LLP
430 Park Avenue
11th Floor
New York, NY 10022

FOREIGN FILINGS

RECEIVED 99 MAY -6 PM 2:28
NAME: FINLANDIA VODKA AMERICAS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: SARA LEA

FILED
99 MAY -6 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/6/99

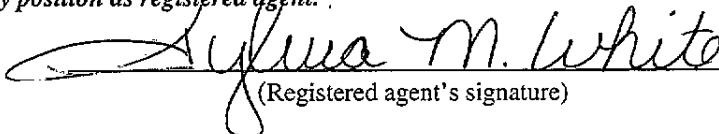
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. Finlandia Vodka Americas, 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. New York 3. 13 3164978
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 19, 1983 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 11, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 9200 South Dadeland Blvd., Suite 402
Miami, FL 33156
(Current mailing address)
8. Management of Latin American operations
(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 or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.


(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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Antii Keränen

Address: c/o Primalco Ltd.

Tallverginkatu 2A, FIN-00180, Helsinki, Finland

Vice Chairman: _____

Address: _____

Director: Veikko Kasurinen

Address: c/o Primalco Ltd.

Tallverginkatu 2A, FIN-00180, Helsinki, Finland

Director: Chester Brandes

Address: c/o Finlandia Vodka Americas, Inc.

30 Rockefeller Plaza, Suite 4300, New York, NY 10112

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Chester Brandes

Address: c/o Finlandia Vodka Americas, Inc.

30 Rockefeller Plaza, Suite 4300, New York, NY 10112

Vice President: _____

Address: _____

Secretary: Thomas Silbiger

Address: c/o Gilbert, Segall and Young LLP

430 Park Avenue, New York, NY 10022

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. _____

Chester Brandes, President

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

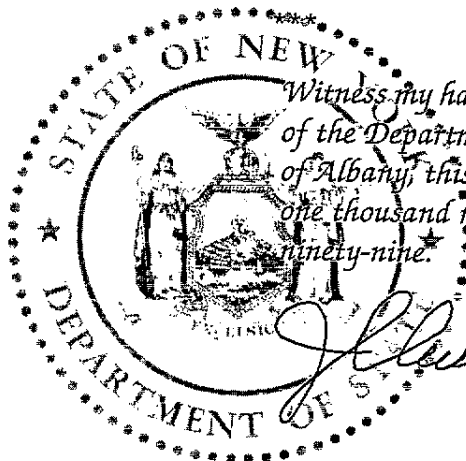
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State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of FINLANDIA VODKA AMERICAS, INC. was filed on 04/19/1983, under the name of THE FINNISH NATIONAL DISTILLERS (ALKO) INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment THE FINNISH NATIONAL DISTILLERS (ALKO) INC., changing name to FINLANDIA VODKA AMERICAS, INC., was filed 02/26/1998.

The Biennial Statement is past due.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 29th day of April
one thousand nine hundred and
ninety-nine.

J. Leube
Special Deputy Secretary of State

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