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ARAN CORREA & GUARCH, P.A.

Attorneys at Law

710 South Dixie Highway
Coral Gables, Florida 33146-2602

Fernando S. Arán
Danny Correa
J.M. Guarch, Jr.

Christian D. Keedy, P.A.
Of Counsel

Joseph A. Miles
Leonardo G. Renaud

Telephone: (305) 665-3400
Telefax: (305) 665-2250

October 2, 1998

Secretary of State
Division of Filings for Limited Liability Companies

000002655770--2
-10/05/98--01104--004
*****250.00 *****250.00

Re: Filing of Articles of Organization for Florida Limited Liability Company
Name: RTD Beverage Company, L.C.

To Whom it May Concern:

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-10/05/98--01104--003
*****35.00 *****35.00

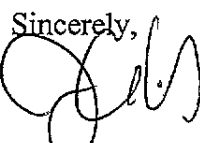
Please be advised that the undersigned counsel represents the above referenced limited liability company applicant. In accordance with the statutory obligations concerning the organization of a Florida limited liability company, I enclose the original Articles of Organization for RTD Beverage Company, L.C., the Certificate of Designation of Registered Agent/Registered Office, a check in the amount of \$250.00 for the filing fee for the Articles of Organization and a check in the amount of \$35.00 for the Designation of Registered Agent. In addition, I also enclose an Affidavit of Membership and Contributions RTD Beverage Company, L.C. which supplements Article IV of the Articles of Incorporation. Finally, I also enclose an Affidavit to Authorize Release of Use of Name by RTD Beverage Company.

As set forth in the affidavit, RTD Beverage Company (the former Florida corporation) was organized by Andres Gaviria, its President and was incorporated by its filing dated September 10, 1998. Immediately subsequent to its filing, Mr. Gaviria decided to operate RTD Beverage Company as a Florida limited liability company. As a result, Mr. Gaviria filed his Articles of Dissolution for the Florida corporation on September 29, 1998, as referenced in the affidavit. In an effort to utilize the name of the now dissolved corporation (which would have otherwise be frozen for other use for a period of 120 day), I was advised by a representative at this division that the enclosed Affidavit to Authorize the Release of the Use of the Name of the corporation, if provided, would override the 120 day freeze period for the use of the name and was prepared and is being submitted herewith with the intention of using the name for the limited liability company.

Thank you for your attention to and assistance with the filing of the Articles of Organization. If you have any questions or comments, please do not hesitate to contact me.

Joe Miles GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 10-7-98
DOC. EXAM m6th

Name	mt
Availability	mt
Document Examiner	mt
Updater	mt
Updater Verifyer	mt
Acknowledgement	mt

Sincerely,

Joseph A. Miles, Esq.

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STATE OF FLORIDA)
)
COUNTY OF DADE)

**AFFIDAVIT TO AUTHORIZE RELEASE OF
USE OF NAME BY RTD BEVERAGE COMPANY**

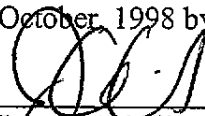
BEFORE ME, the undersigned authority personally appeared Andres Gaviria, President of RTD Beverage Company, who after being duly sworn, deposes and states:

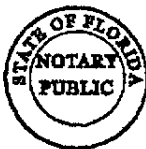
1. I am authorized to execute this affidavit on behalf of RTD Beverage Company.
2. RTD Beverage Company was a Florida corporation whose articles of incorporation were filed with the Secretary of State for the State of Florida, Division of Corporation on September 10, 1998.
3. RTD Beverage Company was dissolved pursuant to Section 607.1401 of the Florida Statutes by filing its Articles of Dissolution on September 29, 1998.
4. RTD Beverage Company hereby releases its use of and interest in the name of the corporation to RTD Beverage _____, L.C.
5. RTD Beverage Company has no intention to and shall not revoke the Articles of Dissolution which were filed on September 29, 1998.
6. RTD Beverage Company does not and will not at any time object to the use of the name RTD Beverage Company by RTD Beverage _____, L.C. in accordance with the Articles of Organization for Florida Limited Liability Company which are being submitted contemporaneously with this affidavit.

By: _____

Andres Gaviria
President
RTD Beverage Company

THE FOREGOING instrument was acknowledged before me this 1 day of October, 1998 by Andres Gaviria, who is personally known to me and who took an oath.


Joseph A. Miles
Notary Public, State of Florida



J.A. MILES
My Comm Exp. 12/18/99
Bonded By Service Ins
No. CC519249

☐ Personally Known ☐ Other I D

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

RTD BEVERAGE , L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1201 Placetas Avenue
Coral Gables, Florida 33146

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

In Perpetuity

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Coffeecol, Inc.
1201 Placetas Avenue
Coral Gables, FL 33146

U.S. Beverage Holdings, Inc.
50 Oak Crest Road
West Orange, N.J. 07052

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of admissions shall be:

Upon the written consent executed by all members or their duly authorized representatives.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: RTD BEVERAGE, L.C.

2. The name and the Florida street address of the registered agent are:

Andres Gaviria
NAME

1201 Placetas Avenue
Florida street address (P. O. Box NOT ACCEPTABLE)

Coral Gables, FL 33146
CITY, STATE AND ZIP

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature]
SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent

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ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

There is no present right for any member to continue business if any of the above referenced contingencies occur, however, this provision may be modified by future amendment.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of RTD BEVERAGE, L.C.
_____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 150,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ - 0 - ;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 150,000.00 .



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Andres Gaviria, President of Coffeecol, Inc.

Typed or printed name of signee

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