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TALLAHASSEE, FLORIDA

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J. BRYAN MAY 25 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 649485 7415764  
AUTHORIZATION : *Patricia Pigato*  
COST LIMIT : \$ 125.00

ORDER DATE : May 14, 2004

ORDER TIME : 3:19 PM

ORDER NO. : 649485-010

CUSTOMER NO: 7415764

CUSTOMER: Harvey Bagg  
Bagg, Roske & Associates LLP  
The Chrysler Building 405  
Lexington Avenue, Suite 2527  
New York, NY 10174

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JULIEN J. CORCORAN  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: BEHN OF NORTH AMERICA LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: \_\_\_\_\_

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

BRHN OF NORTH AMERICA LLC

1. \_\_\_\_\_  
(Name of foreign limited liability company)

2. NEW YORK  
(Jurisdiction under the law of which foreign limited liability  
company is organized)

3. \_\_\_\_\_  
(FEI number, if applicable)

4. 3/13/00  
(Date of Organization)

5. PERPETUAL  
(Duration: Year limited liability company will cease to  
exist or "perpetual")

6. UPON FILING  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2172 N. US HIGHWAY 1  
NORTH BRIDGE PLAZA BUILDING, FT PIERCE, FL 34946  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

JOYCE L BOERNE  
2172 N US HIGHWAY 1  
NORTH BRIDGE PLAZA BUILDING  
FT PIERCE, FL 34946

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_  
Marketing of alcoholic beverages

\_\_\_\_\_  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes  
an affirmation under the penalties of perjury that the facts stated herein are true.)

JOYCE L BOERNE  
Typed or printed name of signee

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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:

BEHN OF NORTH AMERICA LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

(City/State/Zip)

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*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 as provided for in Chapter 608, F.S.*

Deborah D. Skipper  
(Signature)

Deborah D. Skipper  
Asst. V. Pres.

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

**State of New York } ss:  
Department of State**

I hereby certify, that WALDEMAR BEHN LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 03/13/2000, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.

A Certificate of Amendment WALDEMAR BEHN LLC, changing its name to BETTER BRANDS LLC, was filed 04/28/2000.

A Certificate of Amendment BETTER BRANDS LLC, changing its name to BEHN OF NORTH AMERICA LLC, was filed 05/19/2004.

The Biennial Statement is past due.



\*\*\*

Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 20th day of May  
two thousand and four.

Secretary of State

200405210336 \* 45

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