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File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company MOLSON USA, LLC 1606 WASHINGTON PLAZA RESTON VA 20190		DOCUMENT # M97000000657	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		1a. Principal Place of Business Address 1606 WASHINGTON PLAZA RESTON VA 20190	
2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 09/30/1997	3a. State of Formation DE
		4. FEI Number 54-1866297	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$175 Additional Fee Required
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 200002522492--2 05/13/98--0112--014 City FL	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE _____	
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	MILLER BREWING COMPA,	3939 WEST HIGHLAND BLVD.	MILWAUKEE WI
MGRM	MARTLET IMPORTING CO,	3939 WEST HIGHLAND BLVD.	MILWAUKEE WI
MGRM	RATHON CORP.	40 KING STREET WEST, STE 3600	TORONTO, ONTARIO CN
MGRM	FOSTER'S BREWING GROUP (U.S.A.) LIMITED	175 BLOOR STREET EAST, STE 706	TORONTO, ONTARIO CN

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: _____

MICHAEL T. JONES, Assistant Secretary
of MILLER BREWING COMPANY

4/3/98

414/931-3617

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

Date

Daytime Phone #