2008 LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT # M9700000657

1. Entity Name

FOSTER'S USA, LLC

Principal Place of Business

11921 FREEDOM DRIVE, SUITE 550 RESTON, VA 20190

Mailing Address

11921 FREEDOM DRIVE, SUITE 550 RESTON, VA 20190

FILED Apr 25, 2008 08:00 AM Secretary of State



DO NOT WRITE IN THIS SPACE

04152008 No Chg-LLC CR2E083 (12/07)

4. FEI Number 54-1866297

Applied For Not Applicable

5. Certificate of Status Desired

\$5.00 Additional Fee Required

6. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324

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The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and active obligations of registered agent.							
SIGNATURE	(NOTE: Registered Agent signature required when reinstating)	DATE					
FILE NOW!!! FEE IS \$138.75 After May 1, 2008 Fee will be \$538.75	- ,						

9.	MANAGING MEMBERS/MANAGERS		
TITLE	MGRM		
NAME	MILLER BREWING COMPANY		
STREET ADDRESS	3939 WEST HIGHLAND BLVD.		
CITY-ST-ZIP	MILWAUKEE, WI 53201		
TITLE	MGRM		
NAME	MARTLET IMPORTING CO. INC.		
STREET ADDRESS	11921 FREEDOM DRIVE, SUITE 550		
CITY-ST-ZIP	RESTON, VA 20190		
TITLE	MGRM		
NAME	FOSTER'S BREWING GROUP (U.S.A.) LIMITED		
STREET ADDRESS	175 BLOOR STREET EAST, STE 706		
CITY-ST-ZIP	TORONTO, ONTARIO CANADA,		
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NAME			
STREET ADDRESS			
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CITY-ST-ZIP			
11. Thereby certify that the information supplied with this filling does not qualify for the			

DO NOT WRITE IN THIS SPACE

I hereby certify that the information supplied with the lifting does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this 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 of trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

Michael T. Jones, Sr. Vice President

of Miller Brewing Company

4-18-08

414-931-2000

SIGNATURE: SIGNATURE AND YORD OR PRINTED NAME OF SIGNING MANAGING MEMBER, OR AUTHORIZED REPRESENTATIVE

Daytime Phone #