

P000000006947



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 560580 81793A

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 21 PM 1:13

*Patricia Piz*

ORDER DATE : January 21, 2000

ORDER TIME : 2:30 PM

ORDER NO. : 560580-005

700003107007--4

CUSTOMER NO: 81793A

CUSTOMER: Mr. J. Alan Cahan  
BECKER & POLIAKOFF, P.A.  
BECKER & POLIAKOFF, P.A.  
Suite 100  
5201 Blue Lagoon Drive  
Miami, FL 33126

DOMESTIC FILING

NAME: HELLMANN BEVERAGE LOGISTICS,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*JP*

RECEIVED  
00 JAN 21 PM 3:09  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**- OF -**

**HELLMANN BEVERAGE LOGISTICS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 21 PM 4:13

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is **HELLMANN BEVERAGE LOGISTICS, INC.**

**ARTICLE II - DURATION**

This corporation shall exist in perpetuity.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to provide freight management alternatives, source of (i) customs brokerage services, (ii) domestic and international transport and logistic services, and (iii) any and all other businesses related thereto and to engage in any activities or business permitted under the laws of the State of Florida and the United States of America.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of common stock at \$1.00 par value which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126, and the name of the initial registered agent of this

Corporation is **RICHARD J. ALAN CAHAN**, whose address is: c/o Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126. The principal office and mailing address for the Corporation is c/o Richard J. Alan Cahan, Esq., Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one

(1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
<b>RUDOLF QUEHENBERGER</b>	Handelszentrum 3 <i>Bergheim/Salzburg</i> <i>Austria A-5101</i>
<b>PAUL HOECKNER</b>	Handelszentrum 3 <i>Bergheim/Salzburg</i> <i>Austria A-5101</i>
<b>TOM OUTWIN</b>	c/o Hellmann International Forwarders, Inc. <i>35 Fadem Road</i> <i>Springfield, New Jersey 07081</i>
<b>KARL WEYENETH</b>	c/o Hellmann International Forwarders, Inc. <i>10450 Doral Boulevard</i> <i>Miami, Florida 33126</i>

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
<b>RICHARD J. ALAN CAHAN</b>	c/o Becker & Poliakoff, P.A. <i>5201 Blue Lagoon Drive, Suite 100</i> <i>Miami, Florida 33126</i>

**ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the consent of the Shareholders as described in the Corporation's Shareholders' Agreement.

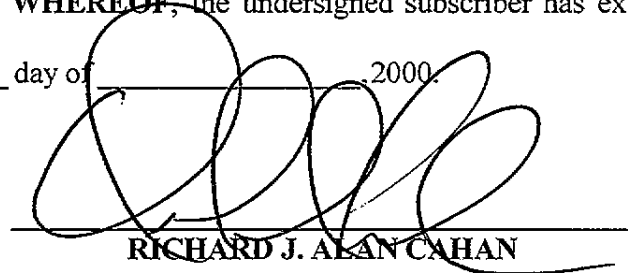
**ARTICLE IX - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X – PRE-EMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of the Corporation of any kind, class or series, shall have the pre-emptive right to purchase his, her or its pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. The foregoing, is specifically subject to the terms of the Shareholders' Agreement between the Corporation and its Shareholders, the terms of which specifically supersede the provisions of this Article X.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this \_\_\_\_ day of \_\_\_\_\_, 2000.

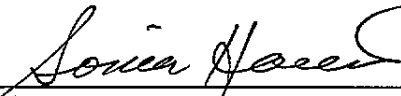
  
\_\_\_\_\_  
RICHARD J. ALAN CAHAN

STATE OF FLORIDA                     )  
  ) SS  
COUNTY OF DADE                     )

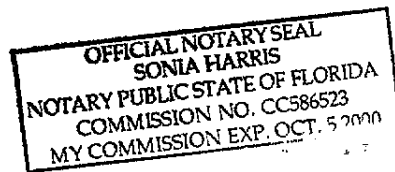
BEFORE ME, the undersigned authority, personally appeared **RICHARD J. ALAN CAHAN**, to me known to be the individual described in and who executed the foregoing Articles of \_\_\_\_\_

Incorporation as subscriber thereto, who is personally known to me, and who did/did not take an oath.

**WITNESS** my hand and official seal this 20th day of January, 2000.

  
\_\_\_\_\_  
**SONIA HARRIS, NOTARY PUBLIC**  
State of Florida at Large

**My Commission Expires:**



**DESIGNATION OF REGISTERED AGENT**

Certificate Designating Place of Business for the Service of Process  
Within this State, Naming Agent Upon Whom Process May Be Served.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 21 PM 4:13

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(Attached to the Articles of Incorporation of

**HELLMANN BEVERAGE LOGISTICS, INC.**

and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

**THAT, HELLMANN BEVERAGE LOGISTICS, INC.,** desiring to organize as a Corporation under the laws of the State of Florida, with its registered office as indicated in its Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **RICHARD J. ALAN CAHAN** as its Registered Agent to accept service of process within this State.

**ACCEPTANCE**

**THAT,** I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
**RICHARD J. ALAN CAHAN**  
Registered Agent