

P000000090146
BEVERAGE GROUP HOLDING, INC.

1775 W. Hibiscus Blvd, #214 • Melbourne, FL 32901 • 321-726-0040 • Fax: 321-726-8858

September 14, 2000

Florida Department of State
Division of Corporations
P. O Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

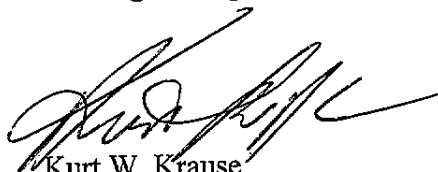
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Enclosed are the original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75.

May I please request a certified copy of notice of filing, as soon as possible, mailing address as above.

Thank you very much for your assistance.

Beverage Group Holding, Inc.


Kurt W. Krause
Incorporator

FILED
00 SEP 25 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KWK/
Enc.

T. Burch SEP 25 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 18, 2000 —

KURT W. KRAUSE
1775 W HIBISCUS BLVD #214
MELBOURNE, FL 32901

SUBJECT: BEVERAGE GROUP HOLDING, INC.
Ref. Number: W00000022773

We have received your document for BEVERAGE GROUP HOLDING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 200A00049121

ARTICLES OF INCORPORATION
OF
Beverage Group Holding, Inc.

FILED
00 SEP 25 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1.

The name of the Corporation is: Beverage Group Holding, Inc.

ARTICLE 2.

The registered office of the Corporation and the principal office of the Corporation shall be the same address, which is 1775 W. Hibiscus Blvd., #214, Melbourne, FL 32901.

ARTICLE 3.

The Corporation shall have authority to issue one hundred thousand (1,000) shares of one class of Common Stock of par value of one dollar (\$1.00) each. All shares shall be common shares with preemptive rights to acquire unissued shares of the Corporation. Such preemptive rights shall exist as to shares to be issued for money, as to shares to be issued for services or property (other than money), as to shares to be issued to officers or employees of the Corporation or of its subsidiaries pursuant to a plan approved by the stockholders, and as to treasury shares. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE 4.

The Registered Agent is Kurt W. Krause, 1775 W. Hibiscus Blvd., #214, Melbourne, FL 32901.

ARTICLE 5.

The Incorporator is Kurt W. Krause, whose residence address is 205 Ballyshannon St, #501, Melbourne Beach, FL 32951

ARTICLE 6.

The purpose of the Corporation is to purchase and/or to hold shares in any lawful business entity or corporation, domestic or international, for the benefit of the Corporation's shareholders. In addition, the Corporation shall have the power to carry on business of any character whatsoever, to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida that is not prohibited by law or required to be stated in the Articles.

ARTICLE 7.

Unless otherwise changed by the by-laws, the number of directors shall be three (3). The initial directors are:

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
Kurt W. Krause	205 Ballyshannon St, #501, Melbourne Beach, FL 32951
Bette E. Krause	205 Ballyshannon St, #501, Melbourne Beach, FL 32951
Stefanie Olson	2810 Summer Brook Street, Melbourne, FL 32940

ARTICLE 8.

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the corporation to procure a judgment in its favor) by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against judgments, fines, amounts paid in settlement, and expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with such action, suit or proceeding except only in relation to any claim, issue or matter as to which such person shall have been finally adjudged to be liable for his or her gross negligence or willful misconduct. Each such indemnity shall inure to the benefit of the heirs, executors, and administrators of such person.

(b) Any indemnity under subsection (a) above shall (unless authorized by a court) be made by the Corporation only as authorized in the specific case upon a determination that the director or officer was not guilty of gross negligence or willful misconduct in the performance of his or her duty and, in case of a settlement, that such settlement was, or if still to be made is, consistent with such indemnity and the best interests of the Corporation. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors, so directs, by independent legal counsel in a written opinion, or (iii) by the shareholders. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel.

(c) Expenses incurred in defending an action, suit or proceeding, whether civil, administrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by vote of the persons provided in subsection (b) of this section, upon receipt of any undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

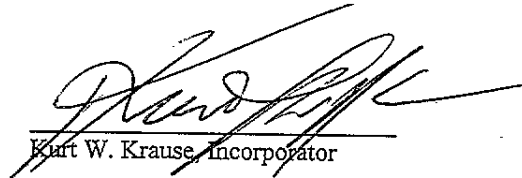
(d) The right of indemnification provided by this section shall not be exclusive of any other rights to which any director or officer may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, even as to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such director or officer under the provisions of this section.

(e) The Corporation may purchase and maintain at its sole expense insurance against all liabilities or losses it may sustain in consequence of the indemnification provided for in this section, in such amounts and on such terms and conditions as the Board of Directors may deem reasonable.

ARTICLE 9.

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

I, the undersigned incorporator, Kurt W. Krause, being the incorporator herein named, for the purpose of forming a corporation pursuant to the law of the State of Florida, do hereby make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true and, accordingly, have set my hand this 14th day of September, 2000.



Kurt W. Krause, Incorporator


INCORPORATOR'S ACTION BY WRITTEN CONSENT

Pursuant to Section 607.0205 (1)(b)(2) of the Business Corporation Act, the incorporator of **Beverage Group Holding, Inc.** hereby consents to the election of the following persons as initial directors of this corporation to complete the organization of the corporation. The initial directors shall serve on the board until the first annual meeting of shareholders held for the election of the directors, and until their successors are elected and qualified:

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
Kurt W. Krause	205 Ballyshannon St, #501, Melbourne Beach, FL 32951
Bette E. Krause	205 Ballyshannon St, #501, Melbourne Beach, FL 32951
Stefanie Olson	2810 Summer Brook St, Melbourne, FL 32940

There being no further business, the meeting was adjourned.

Dated: September 14, 2000

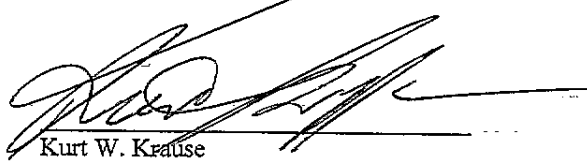

Kurt W. Krause
205 Ballyshannon St, #501,
Melbourne Beach, FL 32951

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: Beverage Group Holding, Inc.
2. The registered office of the Corporation is: 1775 W.Hibiscus Blvd, #214, Melbourne, FL 32901
3. The registered agent is Kurt W. Krause.
4. The address of the registered agent is: 1775 W.Hibiscus Blvd, #214, Melbourne, FL 32901

Signature:


Kurt W. Krause

Title:

Incorporator

Date:

September 14, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 25 PM 1:30

FILED

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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:


Kurt W. Krause

Date:

September 14, 2000