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CUBA LIBRE COLA OCTOMORIAN LIBRE COLA OCTOM

CUBA LIBRE COLA, INC.

Corporate Office: 332 Cornell Drive Daytona Beach, Florida 32118 (904) 677-8022 Cellular 904-8422 Fax 904-673-3801

www.cubalibrecola.com Email: pniles@bellsouth.net

December 6, 2000

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

P425110000

Re: Cuba Libre Cola Inc.

Gentlemen,

Please find enclosed for filing the corporation papers for the above named corporation together with the appropriate filing fee.

This is being sent with a change of name of an existing corporation of the same name and should be filed subsequent to the filing of the change of name.

Please return the filed corporate charter to the name and address contained in the caption hereof.

Thank you for your help.

Yours Tru

Peter L. Niles

DO DEC 13 PN 3: 40
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF CUBA LIBRE COLA INC.



The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME: The name of the corporation is CUBA LIBRE COLA INC.

ARTICLE II

<u>ADDRESS OF CORPORATION:</u> The address of the Corporation is 332 Cornell Dr., Daytona Beach, Florida 32118.

ARTICLE III

DURATION: The period of the duration of this Corporation is to be perpetual.

ARTICLE IV

<u>PURPOSE:</u> The purpose of this Corporation is to engage in the manufacturing, distribution and sale of beverages and related products, and any other activities or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE V

<u>CAPITAL STOCK:</u> The corporation is authorized to issue 100 shares of common stock, all of one class, at no par value to be initially distributed as follows:

Peter L. Niles

100 shares

100%

ARTICLE VI

<u>INITIAL REGISTERED OFFICE AND AGENT:</u> The name and address of the initial registered agent and office of the corporation is as follows:

Robert E. Ward 332 Cornell Dr. Daytona Beach, Florida

ARTICLE VII

<u>INITIAL BOARD OF DIRECTORS:</u> This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an

amendment by the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of the corporation is:

Peter L. Niles 332 Cornell Dr. Daytona Beach, Florida 32118

ARTICLE VIII

INCORPORATOR: The name and address of the Incorporator signing these Articles of Incorporation is:

Peter L. Niles 332 Cornell Dr. Daytona Beach, Florida 32118

ARTICLE IX

<u>AMENDMENT OF ARTICLES:</u> This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF: The undersigned has executed these Articles of Incorporation this the _____ day of December 2000.

Peter L. Niles INCORPORATOR

Having been designated as resident agent and to accept Service of Process for this Corporation at the place designated in this Corporate Charter, I am familiar with the responsibilities of the Resident Agent and accept the duties and responsibilities to act as Resident Agent for said Corporation.

Robert E. Ward