

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO1000002086

S&R Discount Beverages
Inc.

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*****78.75

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

<input checked="" type="checkbox"/>	Art of Inc. File <u>Cert</u>	SECRETARY OF STATE TALLAHASSEE, FLORIDA	01 JAN -5 PM 3:12	FILED
_____	LTD Partnership File			
_____	Foreign Corp. File			
_____	L.C. File			
_____	Fictitious Name File			
_____	Trade/Service Mark			
_____	Merger File			
_____	Art. of Amend. File			
_____	RA Resignation	DIVISION OF CORPORATION	01 JAN -5 PM 12:09	RECEIVED
_____	Dissolution / Withdrawal			
_____	Annual Report / Reinstatement			
<input checked="" type="checkbox"/>	Cert. Copy			
_____	Photo Copy			
_____	Certificate of Good Standing			
_____	Certificate of Status			
_____	Certificate of Fictitious Name			
_____	Corp Record Search			
_____	Officer Search			
_____	Fictitious Search			
_____	Fictitious Owner Search			
_____	Vehicle Search			
_____	Driving Record			
_____	UCC 1 or 3 File			
_____	UCC 11 Search			
_____	UCC 11 Retrieval			
_____	Courier			

JAN 05 2001

ARTICLES OF INCORPORATION
OF
S & R DISCOUNT BEVERAGES INC.

FILED
01 JAN -5 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is S & R DISCOUNT BEVERAGES INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 4900 D East Bay Drive, Clearwater, Florida 33764. The Directors may from time to time designate such other address and place for the principal office of the corporation, as they deem appropriate.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The maximum number of shares of the stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common capital stock, each share having a par value of one dollar (\$1.00). Authorized common capital stock may be paid for by cash, services, or property at a just value to be fixed by the stockbrokers of the corporation at any regular or special meeting thereof.

ARTICLE V

This corporation shall have a perpetual existence.

ARTICLE VI

The amount of capital with which the corporation shall commence business shall be not less than five hundred dollars (\$500.00).

ARTICLE VII

The directors of this corporation shall be not less than one (1). This number may be increased or diminished from time to time pursuant to the bylaws adopted by the stockholders of the corporation, but shall never be less than one.

ARTICLE VIII

The name and street address of the subscriber of these Articles of Incorporation is as follows:

SAVITA PATEL
2617 Wildwood Lane
Palm Harbor, Florida 34684

ARTICLE IX

These Articles of Incorporation may be amended in any manner provided by Florida Law. Every amendment hereto shall be proposed by the stockholders and approved at a stockholders meeting by a majority of stock entitled to vote thereon unless all stockholders sign a written agreement manifesting their intention to effect a certain amendment of these Articles of Incorporation.

ARTICLE X

SAVITA PATEL of 2617 Wildwood Lane, Palm Harbor, Florida 34684 is hereby designated REGISTERED AGENT upon whom process may be served.

IN WITNESS WHEREOF, I hereunto set my hand and seal, and acknowledge and file the foregoing Articles of Incorporation of **S & R DISCOUNT BEVERAGES INC.**, under the laws of the State of Florida, this 4th day of January 2001.

Savita R. Patel

SAVITA PATEL

Initial Subscriber

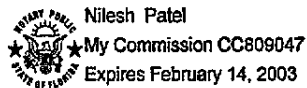
STATE OF FLORIDA)
) SS
COUNTY OF HILLSBOROUGH)

BEFORE ME, personally appeared, SAVITA PATEL, Initial Subscriber, to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same for the purpose expressed therein.

SWORN TO AND SUBSCRIBED before me this 4th day of January 2001.

Nilesh Patel

NOTARY PUBLIC
STATE OF FLORIDA



My commission expires:

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 FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is: S & R DISCOUNT BEVERAGES INC.

2. The name and address of the registered agent and office is:

SAVITA PATEL
2617 Wildwood Lane
Palm Harbor, Florida 34684

FILED
01 JAN -5 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Savita R. Patel
Signature

1/4/01
Date