

CAPITAL CONNECTION, INC.

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

PO2000085464

A & F Soda Distributors

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE

8-5-02

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*****70.00 *****70.00

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ 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 _____

RECEIVED
02 AUG -7 PM 11:29
TALLAHASSEE FLORIDA

Signature _____

Requested by: AW

Date 8/7

Time _____

Name _____

Walk-In _____

Will Pick Up _____

WHITE AUG -7 2002

EFFECTIVE DATE
8-5-02

ARTICLES OF INCORPORATION
OF
A & F Soda Distributors, Inc.

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ARTICLE 1: NAME & ADDRESS

The name of the corporation is: A & F Soda Distributors, Inc., 7931 Bengal Lane, New Port Richey, Florida 34654.

ARTICLE 2: DURATION

The corporation shall exist perpetually. In accordance with section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

The corporation is authorized to issue 500 shares of \$1 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 7931 Bengal Lane, New Port Richey, FL 34654. The name of the registered agent of the Corporation is Joseph Ferrugia.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of the Corporation are:

Joseph Ferrugia, Incorporator
7931 Bengal Lane
New Port Richey, Florida 34654

ARTICLE 7: INCORPORATORS

The name and address of each person signing these Article is:

Joseph Ferrugia, Incorporator
7931 Bengal Drive
Holiday, Florida 34654

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this corporation, in ratio that the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

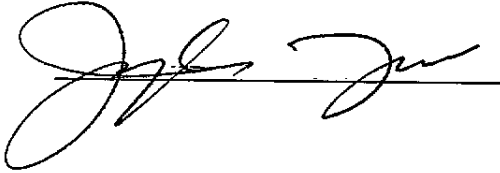
ARTICLE 10: BYLAWS

The initial bylaws shall be adopted by the Board of directors. The power to alter, amend or appeal the Bylaws or adopt new bylaws is vested in the Board of directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT


The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

In witness whereof, the undersigned has executed these Articles of Incorporation this 5th day of August, 2002.



STATE OF FLORIDA
COUNTY OF PASCO

The foregoing Article of Incorporation were acknowledged before me this 5th day of August, 2002 by Joseph Ferrugia, known personally to me and who did take an oath.

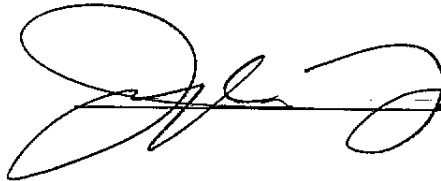
sign 
print
Notary Public - State of Florida

TIMOTHY P. HOWELLS
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC667380
EXPIRES 11/14/2003
BONDED THRU ASA 1-888-NOTARY1

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place and time designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 5th day of August, 2002



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