

RAPIDFORMS
LETTER-LIMINATOR

SENDER: SNAP OUT YELLOW COPY ONLY. SEND WHITE AND PINK COPIES WITH CARBON INTACT.

PRINCE A PRINCE PAPER COMPANY, INC. 601 BELLEVILLE BLVD., BELLMAWR, N.J. 08011
CALL TOLL FREE 800 251-8284 (N.J. RES. 201-251-8284)

TO: Sec of State
PA5000005068

FROM: HCT Inc
280 NW 179 ST
MIA. FL. 33150
757-7000

SUBJECT: Incorp. of HCT Inc

FILED IN
DATE: 1/11/94

MESSAGE

7000001382777
-01/18/95--01049--010
****122.50 ****122.50

Dear Sir:

Please find 2 Copy's of the
Articles of Incorporation one for St of
Fl. & one to be certified & returned
To HCT Inc. Thank you in Advance
for your help. Also inclosed is a check
for 122.50 To Cover Costs

DATE

SIGNED

REPLY

Sincerely yours
Anthony J. [Signature]
Registered Agent
Home # 824-9019

SIGNED

FORM 11003 RAPIDFORMS, INC., BELLMAWR, N.J. 08011

LETTER-LIMINATOR

RECIPIENT: RETAIN WHITE COPY, RETURN PINK COPY

SENDER: SNAP OUT YELLOW COPY ONLY. SEND WHITE AND PINK COPIES WITH CARBON INTACT.

FILED
95 JAN 17 AM 9:36
TALLAHASSEE, FLORIDA

Kor
1/11/94

FILED
JAN 17 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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

ARTICLE 1

The name of this corporation is HCT, Inc.

ARTICLE 2

The period of duration for said corporation is not limited to any time limitations within these articles.

ARTICLE 3

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE 4

The corporation is authorized to issue 300 shares, all of one class, at \$1.00 par value.

ARTICLE 5

The name and address of the initial registered agent and office of this corporation is as follows;

Anthony J. Paigo
280 N.W. 79 St.
Miami, Florida 33150

The principle address and registered office address of this corporation are the same.

ARTICLE 6

This corporation shall have three directors initially. The numbers of directors may either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than 1. The names and addresses of the initial director of this corporation are;

Anthony J. Paigo, 15845 W. Prestwick Pl., Miami Lakes, Fl.
33014.

Herbert R. Kimmel, 6851 Fearn Dr., Miami Lakes, Fl. 33014
Carson Hill, 4444 N.W. 179th Terr., Miami, Fl. 33055

ARTICLE 7

The names and addresses of the Incorporator signing these Articles of Incorporation are;

Anthony J. Paigo, 15845 W. Prestwick Pl., Miami Lakes, Fl.
33014
Herbert R. Kimmel, 6851 Fearn Dr., Miami Lakes, Fl. 33014
Carson Hill, 4444 N.W. 179th Terr., Miami, Fl. 33150

ARTICLE 8

CUMULATIVE VOTING. In any election of directors by the stockholder, each stockholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of share equals, or to distribute them on the same principle among as many candidates as he sees fit, provided, however, that notice shall be given to any shareholder to the President or a Vice President of the corporation not less than twenty-four(24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

ARTICLE 9

NON-RESIDENT DIRECTORS. Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

ARTICLE 10

DIRECTORS' AUTHORITY TO FIX COMPENSATION. Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

ARTICLE 11

PRE-EMPTIVE RIGHTS. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may ~~from~~ time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the numbers of shares he holds at the time so issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice from the corporation.

HKK ad
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ARTICLE 12

MANAGEMENT OF CORPORATION BY SHAREHOLDERS. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE 13

DIRECTOR QUORUM AND VOTING. Only fifty-one percent (51%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of fifty-one (51%) of the directors present and voting, shall be the act of the Board of Directors. (Majority constitutes a quorum and vote, unless greater number is required by Articles of Bylaws).

ARTICLE 14

DIRECTOR CONFLICT OF INTEREST.

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such directors are present at the meeting of the Board of Directors or a committee thereof which approves such contract or transaction, or that his vote(s) are counted for such purpose.

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or shareholders.

b. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE 15

RESTRICTION ON AUTHORITY TO MORTGAGE OR PLEDGE ASSETS. The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of a security interest in, and or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of fifty-one (51%) percent of the corporation entitled to vote thereon and not otherwise.

ARTICLE 16

MEETINGS BY CONFERENCE TELEPHONE. Members of the Board of Directors may participate in special, regular, or annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

ARTICLE 17

INDEMNIFICATION. The corporation may be empowered to indemnify an officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation. (Pursuant to the provisions of Section 607.014 of the Florida Statutes as amended).

ARTICLE 18

AMENDMENT OF ARTICLES OR BYLAWS. The power to adopt, alter, amend or repeal the Articles of Incorporation or Bylaws of this corporation shall be vested in the Board of Directors by a fifty-one (51%) percent vote.

ARTICLE 19

SHAREHOLDERS QUORUM AND VOTING. Only fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE 20

GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS. The affirmative vote of fifty-one percent (51%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following; purchase and sale of capital assets, dissolution of corporation.

ARTICLE 21

REMOVAL OF DIRECTORS. The affirmative vote of fifty-one percent (51%) of the shares of this corporation entitled to vote thereon shall be required for the removal of a director from office.

ARTICLE 22

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

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, this 11th day of January, 1995.


INCORPORATOR

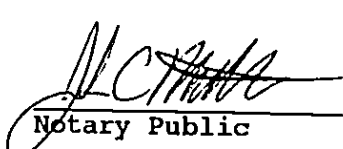

INCORPORATOR


REGISTERED AGENT

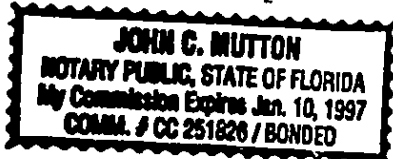
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Anthony J. Paigo, Herbert R. Kimmel and Carson Hill to me known to be the persons who executed the foregoing Articles of Incorporation, they acknowledge to and before me that they executed such instrument.

11th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of January, 1995.


Notary Public

My commission expires:



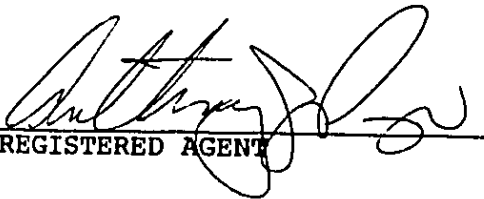
CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

HCT, Inc., desiring to organize under the laws of the State of Florida with its principle office as indicated in the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Anthony John Paigo as its registered agent to accept service of process within this state, who is located at the following registered office:

280 N.W. 79 St., Miami, Florida 33150

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.


REGISTERED AGENT

FILED
95 JAN 17 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000005068

FILED
95 MAY 12 AM 9:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

HCT Inc
280 NW 79 ST
Mia FL 33150

OFFICE USE ONLY

800001500268
-05/15/95--01025--003
*****96.25 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

\$35 FF

O/D resign
5/26
JB

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



Florida Department of State, [REDACTED] Secretary of State

FILED

95 MAY 12 AM 9:44

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLA.
COUNTY OF DADE

I, CARSON HILL after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, CARSON HILL hereby resign as President of
(Title)
HCT, INC., a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

Witness: Mark Simon

Witness: Dixon A. Lathore

Carson Hill
Signature of resigning officer/director

Sworn to and subscribed before me this 19 day of April 1995

NOTARY PUBLIC
Anthony J. Paigo
4/4/95
951237

Anthony J. Paigo
NOTARY PUBLIC
Anthony J. Paigo

My Commission Expires: 4/4/98

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E044 (7-90)

P9500005068

Hct Inc
(Requester's Name)
280 N.W. 79 St.
(Address)
Miami, FL 33150
(City, State, Zip) (Phone #)

300001487123
-05/15/95-01025-003
*****96.25 *****96.25

OFFICE USE ONLY

FILED
95 MAY 12 AM 9:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #) 300001487123
-05/15/95-01025-003
*****96.25 *****61.25
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

35 FF Cent.
2625-

N/C
5/16/96
JB

26.25 due for 1C

Examiner's Initials _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
95 MAY 12 AM 9:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

HCT, Inc.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Amend Article 1 To Read
The Name of this Corporation is
PK's Beverages Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: April 20, 1995.

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 20 day of April, 1995.

Signature

Herbert R. Kimmel

(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Herbert R. Kimmel

Typed or printed name

President/Chairman

Title

