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STATE OF FLORIDA  
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TALLAHASSEE, FL 32399

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FROM: MAHONEY ADAMS & CRISER, P.A.  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DRINK MASTERS INC.

FAX AUDIT NUMBER: H95000005262

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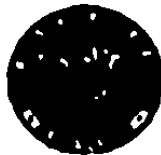
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature and date 5/11*

FROM

(THU) 05. 11 '95 11:12/ST. 11:09/NO. 3560402062 P 8



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**FLORIDA DEPARTMENT OF STATE**

Sandra B. Northern  
Secretary of State

May 11, 1995

HONEY ADAMS & CRISER, P.A.

JACKSONVILLE, FL

SUBJECT: DRINK MASTERS INC.

REF: H95000009994

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Corporate Specialist

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FROM

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**Articles of Incorporation  
of  
DRINK MASTERS OF NORTH FLORIDA INC.**

**ARTICLE I**

**Name and Duration**

The name of the Corporation is Drink Masters of North Florida Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Corporation in the State of Florida is 4083 Sunbeam Road #214, in the City of Jacksonville 32257.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is 4083 Sunbeam Road #214, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is Christopher R. Dalton.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Prepared by Peter O. Larsen, Esq.  
Mahoney Adams & Criser, P.A.  
P. O. Box 4099  
Jacksonville, FL 32201  
(904) 354-1100  
Attorney No. 0849146

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2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### ARTICLE V

##### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

#### ARTICLE VI

##### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
RAX CO.	c/o Mahoney Adams & Crisler, P.A. 3400 Barnett Center Jacksonville, FL 32202

#### ARTICLE VII

##### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Christopher R. Dalton	4083 Sunbeam Road #214 Jacksonville, FL 32257

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ARTICLE VIIIAmendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IXBylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XIndemnification

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

ARTICLE XITransfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

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FROM

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DATED at Jacksonville, Duval County, Florida, this 10th  
day of May, 1995.

RAX CO.

By:

  
Ralph H. Wickersham  
Vice President

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

of North Florida  
That Drink Master/Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Christopher R. Dalton, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes.

*Ch R. Dalton*  
Christopher R. Dalton  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DATED: May 10, 1995

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