

P96000002975

TAL ASSIST 32101
904-222-0191 FAX

RECEIVED

96 JAN -9 PM 12:06

DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032

REFERENCE : 796222 159330A

AUTHORIZATION :
COST LIMIT : *Patricia Pizito*

ORDER DATE : January 9, 1996

ORDER TIME : 10:49 AM

ORDER NO. : 796222

CUSTOMER NO: .59330A

100001682761

CUSTOMER: Ms. Karen Van Baalen
NATIONAL BEVERAGE

One N. University Drive
Suite A-400
Plantation, FL 33324

DOMESTIC FILING

NAME: NBC ACQUISITION CORP.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

W96-668

SAB
1/10/96

FILED
96 JAN -9 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: NBC ACQUISITION CORP.
Ref. Number: W9600000668

We have received your document for NBC ACQUISITION CORP. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Your document is being returned as requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 796A00001039

FILED

96 JAN -9 AM 10:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NBC ACQUISITION CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NBC ACQUISITION CORP.

The address of the principal office of this corporation shall be 1 North University Drive, Plantation, Florida 33324 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,500 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is The Prentice-Hall Corporation System, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

David J. Boden
Dir.

1 North University Drive
Plantation, Florida 33324

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 9, 1996.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

The Prentice-Hall Corporation System, Inc., a Delaware corporation authorized to transact business in this State, having a business office of 1201 Hays Street, Tallahassee, Florida 32301, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of the Registered Agent under Section 607.0505, Florida Statutes.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: *Marcia A. Havner 1-9-96*
Marcia A. Havner, Assistant Secretary

CMH/cmh

06 JAN -9 AM 10:29
STATE
TALLAHASSEE, FLORIDA

FILED

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-9171
904-222-0931

P96000002975



ACCOUNT NO. : 072100000032

REFERENCE : 117616 4392855

AUTHORIZATION : *Patricia Piquet*

COST LIMIT : \$ 35.00

ORDER DATE : October 11, 1996

ORDER TIME : 10:58 AM

ORDER NO. : 117616-005

CUSTOMER NO: 4392855

CUSTOMER: Ms. Karen Vanbaalen
Corporate Management Advisers,
One N. University Drive
4th Floor
Plantation, FL 33324

100001972011

DOMESTIC AMENDMENT FILING

NAME: NBC ACQUISITION CORP.

EFFECTIVE DATE: 10-10-96

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS: _____

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 OCT 10 PM 1:20

RECEIVED
- 96 OCT 10 PM 12:57
DIVISION OF CORPORATIONS

NIC Amend
SJ 10/11/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 11, 1996

CSC NETWORKS

TALLAHASSEE, FL

SUBJECT: NBC ACQUISITION CORP.
Ref. Number: P9600002975

We have received your document for NBC ACQUISITION CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please be aware that this office only recognizes effective dates in the future, not the past.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 396A00046488

Rec.
10/10/96

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 10 PM 1:20

NBC ACQUISITION CORP., a corporation organized and existing under any by virtue of the General Corporation Law of the State of Florida (the "Corporation"), **DOES HEREBY CERTIFY:**

FIRST: That by action taken by written consent of the sole director and officer on October 9, 1996 resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED: That the Certificate of Incorporation of the Corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation (hereinafter the "Corporation") is **LACROIX BEVERAGES, INC.**

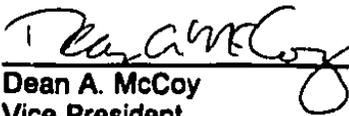
SECOND: That said amendment was duly adopted in accordance with the provisions of the General Corporation Law of the State of Florida.

IN WITNESS WHEREOF, said **NBC ACQUISITION CORP.** has caused this certificate to be signed by Dean A. McCoy, its Vice President, this 9th day of October, 1996.

THIS DOCUMENT SHALL HAVE AN EFFECTIVE DATE OF 10-10-96. ALSO, SHAREHOLDER APPROVAL IS NOT REQUIRED.

NBC ACQUISITION CORP.,
a Florida corporation

By:



Dean A. McCoy
Vice President