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P96000035072
April 13, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/10/96--01003--001
***122.50 ***122.50

Re: Conch Republic Distributing, Inc.

Dear Secretary:

Enclosed you will find original signed Articles of Incorporation along with our check for filing same.

We would appreciate your prompt attention in filing these articles.

Very truly yours,

P. Taylor Belgard

P. Taylor Belgard

PTB/lmy

Enclosures

DMC
4/23/96

FILED
96 APR 18 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CONCH REPUBLIC DISTRIBUTING, INC.

FILED

96 APR 18 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: CONCH REPUBLIC DISTRIBUTING, INC.

ARTICLE II

The principal place of business of the corporation shall be the Florida Keys and the mailing address of the corporation is P.O. Box 501058, Marathon, Florida 33050.

ARTICLE III

The capital stock of this corporation shall be 100 shares of common stock having a par value of \$10.00 per share.

ARTICLE IV

The street address of the initial registered agent of the corporation shall be 10991 Fifth Avenue Gulf, Marathon, Florida 33050. The name of the initial registered agent at that address shall be Mark J. Bartlett.

ARTICLE V

The name and address of the incorporator(s) to these Articles of Incorporation are:

Mark J. Bartlett	President and Director P.O. Box 501058 Marathon Key, Florida 33050
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Laura Armour	Secretary P.O. Box 501058 Marathon Key, Florida 33050
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ARTICLE VI

The shareholders of the corporation shall have the power to include in the bylaws, or by separate agreement adopted by the majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition

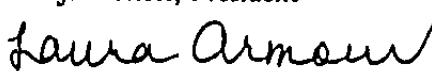
of any of the outstanding stock of the corporation by any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock.

ARTICLE VII

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any rights conferred on the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation on this 12th day of April, 1996.


Mark J. Bartlett, President

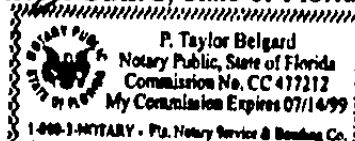

Laura Armour, Secretary

STATE OF FLORIDA
COUNTY OF MONROE


The foregoing articles of incorporation were acknowledged before me on this 12th day of April, 1996, by Mark J. Bartlett, who is personally known by me or who produced _____ as identification.

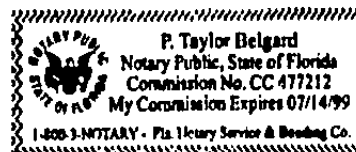

NOTARY PUBLIC, State of Florida

STATE OF FLORIDA
COUNTY OF MONROE



The foregoing articles of incorporation were acknowledged before me on this 12th day of April, 1996, by Laura Armour, who is personally known by me or who produced _____ as identification.


NOTARY PUBLIC, State of Florida



CERTIFICATE DESIGNATING PRINCIPAL OFFICE
AND NAMING REGISTERED AGENT

FILED

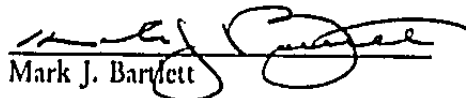
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The following is submitted in compliance with Section 48.091, Florida Statutes, OF STATE
TALLAHASSEE, FLORIDA

Conch Republic Distributing, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at P.O. Box 501058, Marathon, Florida 33050, has named Mark J. Bartlett as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in the capacity, and I agree to comply with the provisions of said statute relative to keeping open said office.


Mark J. Bartlett