

P96000049294

FILED

June 03, 1996

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida. 32314

96 JUN -7 PM 1:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Filing of DKW Beverage Sales, Inc.

200001856142  
-06/07/96--01079--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Document Specialist:

Please find enclosed the original of the Articles of Incorporation of DKW Beverage Sales, Inc. Further, please find a check in the amount of \$ 70.00, for the filing fee's.

Once filed and processed, please return a stamped copy of the filed document to: DKW Beverage Sales, Inc.  
6314 Corporate Court  
Suite C  
Fort Myers, Florida. 33919

Sincerely,

*Robert Santimaw*  
Robert H. Santimaw

PA 6/10/96

**FILED**

96 JUN -7 PM 1:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
DKW Beverage Sales, Inc.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

Article I

The name of this corporation shall be DKW Beverage Sales, Inc.  
: 6314 Corporate Court  
Suite C  
Fort Myers, Florida. 33919

Article II

The general nature of the business, and the objects and purposes to be transacted and carried on, are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, viz., the corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida and shall possess all of the powers granted corporations under the provisions of Chapter 607, Florida Statutes.

Article III

The authorized capital stock of this corporation shall be 1000 shares of common stock having a par value of \$ 1.00 per share.

Article IV

The amount of capital with which this corporation shall commence business shall be \$ 500.00.

Article V

This corporation shall commence upon compliance with the requirements of Florida Law, and its existence shall be perpetual.

#### Article VI

The names and post office addresses of the subscribers to the Certificate of Incorporation are:

NAME	ADDRESS
Scott P. Dewey	6314 Corporate Court Suite C Fort Myers, Florida. 33919
Marc H. Kibbey	6314 Corporate Court Suite C Fort Myers, Florida. 33919
Robert H. Santimaw	6314 Corporate Court Suite C Fort Myers, Florida. 33919

The subscribers are over the age of eighteen years and are residents of the State of Florida.

#### Article VII

The name and address of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation or unit successors are elected or appointed pursuant to the By-Laws of this corporation, are as follows:

NAME	ADDRESS
Scott P. Dewey	6314 Corporate Court Suite C Fort Myers, Florida. 33919
Marc H. Kibbey	6314 Corporate Court Suite C Fort Myers, Florida. 33919
Robert H. Santimaw	6314 Corporate Court Suite C Fort Myers, Florida. 33919

#### Article VIII

The corporation shall be governed by a Board of not less than 1 nor more than 7 directors, with the exact number to be established by the By-Laws.

#### Article IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the Stockholders entitled to vote thereon, unless all manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### Article X

In pursuance of Section 49.091, Florida Statutes, the following is submitted in compliance with said act:

That DKW Beverage Sales, Inc., desiring to organize under the Laws of the State of Florida, with its registered office at, : 6314 Corporate Court; Suite C; Fort Myers, Fl. 33919, as its agent to accept service of process within this State. The name of the agent is Robert H. Santimaw.

#### Article XI

No director or officer shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except with respect to:

- (1) A breach of the director's or officer's duty of loyalty at the corporation or its stockholders, derived an improper personal benefit.
- (2) Acts or omission not in good faith or which involve intentional misconduct or a knowing violation of law.
- (3) Liability under Section 607.144 of the Florida General Corporation Law, or
- (4) A transaction from which the director or officer derived an improper personal benefit. The corporation shall indemnify to the fullest extent permitted by Section 607.014 of the Florida General Corporation Act, as amended from time to time, each person that such Section grants the corporation the power to indemnify.

FILED

96 JUN -7 PM 1:04

Article XII By-Laws

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The By-Laws shall be adopted at the initial stockholders meeting of the Corporation and said By-Laws may be changed by a majority of shares at any annual or special meeting of the shareholders.

Executed by the undersigned this 3rd. day of June, 1996.

Scott P. Dewey  
Scott P. Dewey

Marc H. Kibbey  
Marc H. Kibbey

Robert H. Santimaw  
Robert H. Santimaw

State of Florida )  
County of Lee )

BEFORE me, the undersigned authority, personally appeared: Scott P. Dewey, Marc H. Kibbey, Robert H. Santimaw, who identified themselves to me by means of Drivers Licenses, who first being duly sworn by me, deposes and acknowledged before me that they executed the foregoing Articles of Incorporation.

SWORN AND SUBSCRIBED TO before me this 3rd day of June, 1996.

My Commission Expires:  
OFFICIAL NOTARY SEAL  
HELENE KRAMER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC546432  
MY COMMISSION EXP. APR. 4, 1998

Helene Kramer  
Notary Public  
HELENE KRAMER

Acceptance by registered agent, the undersigned being the person named as the initial registered agent of DKW Beverage Sales, Inc., hereby accepts such designation and agrees to serve.

Dated this 3rd. day of June, 1996.

Robert H. Santimaw  
Robert H. Santimaw  
As Registered Agent