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STEVEN F. SQUIRE, CHARTERED
ATTORNEY AND COUNSELOR AT LAW

625 N. E. THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33304

FILED

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STEVEN F. SQUIRE

ALAN J. BRAVERMAN
OF COUNSEL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(904) 832-0005
(904) 704-2375

November 4, 1996

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Secretary of State
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

Re: South Beach Beverage Company of Florida, Inc.
Our File No. 96-222

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the captioned corporation. After this has been filed of record, please return a Certified Copy of the Articles of Incorporation to this office.

Also enclosed in my check in the sum of \$122.50 to cover the following costs:

Resident Agent's Designation	\$ 35.00
Certified Copy of Charter	\$ 52.50
Filing Fee	\$ 35.00
TOTAL	\$122.50

I have a reservation name and the reservation number is R96000005031, a copy of the letter from the Secretary of State is enclosed herewith.

Very truly yours,

STEVEN F. SQUIRE, CHARTERED

STEVEN F. SQUIRE

SFS/bjp

Enclosures

11/13/96

ARTICLES OF INCORPORATION
OF

SOUTH BEACH BEVERAGE COMPANY OF FLORIDA, INC.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLES I

The name of the corporation shall be South Beach Beverage Company of Florida, Inc.

ARTICLE II

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, county, territory or nation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand (7000) shares of common stock with a par value of One (\$1.00) Dollar per share. The actual consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida shall be 3429 Galt Ocean Drive, Fort Lauderdale, FL 33308-7003. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered Agent shall be Steven F. Squire and the Registered Agent's office address shall be 625 Northeast Third Avenue, Fort Lauderdale, Florida 33304.

ARTICLE VII

This corporation shall have not less than one director; the number of directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one, and shall be elected in accordance with the By-Laws.

ARTICLE VIII

The name and post office addresses of the members of the first Board of Directors are:

Lee Langer, 3429 Galt Ocean Drive, Fort Lauderdale, FL 33308-7003
Sandra Fisher, 3429 Galt Ocean Drive, Fort Lauderdale, FL 33308-7003

ARTICLE IX

The name and post office address of the subscriber to these Articles of Incorporation, the number of shares of stock he agrees to take and the consideration therefor is:

NAME	NUMBER OF SHARES	CONSIDERATION
Steven F. Squire	500	\$500.00

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote therein.

ARTICLE XI

Special provisions for the regulation of the corporation are:

Section 1: The annual meeting of the stockholders and the directors of this corporation shall be fixed by the By-Laws.


Section 2: The officers of this corporation shall be a president, vice president, secretary and treasurer and such other officers as the Board of Directors may deem necessary. Any one person may hold two such officers, provided, however, that the president shall not hold the office of secretary and assistant secretary.

Section 3: The directors of the corporation are specifically authorized to accept in payment for the capital stock of the corporation either assignment or transfer of any real property or personal property. Said discretion of the Board of Directors shall be final and upon the issuance of said stock in exchange for a conveyance of real or personal property, said stock shall thereafter be considered as fully paid and non-assessable and may not be questioned by any future stockholder or member of the Board of Directors.

I, the undersigned, being the original subscriber and

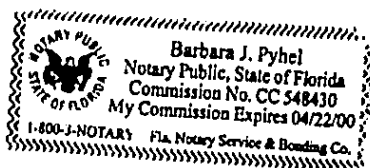
incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed charter of said corporation. The undersigned further consents to act as the registered agent of the corporation.

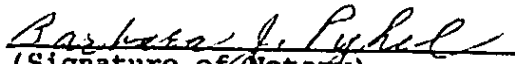
WITNESS my hand and seal this 4 of November, 1996.


Steven F. Squire, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 4 day of November, 1996, by Steven F. Squire, ✓ who is personally known to me or _____ who has produced his _____ Florida driver's license or _____ as identification.




(Signature of Notary)

(Typed/printed name of Notary)
Notary Public-State of Florida
Serial number (if any) _____
My commission expires: _____

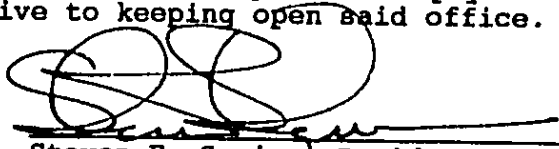
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That South Beach Beverage Company of Florida, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Fort Lauderdale, County of Broward, State of Florida has named STEVEN F. SQUIRE located at 625 Northeast Third Avenue, City of Fort Lauderdale, County of Broward, State of Florida 33304 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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



Steven F. Squire, Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA