

*Harold M. Braxton, P.A.*  
*A Professional Association for the Practice of Law*

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February 11, 1997

Division of Corporations  
Florida Department of State  
P.O. Box 6227  
Tallahassee, FL 32314

Re: SPOT BEVERAGE MANAGEMENT CORP.

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-02/17/97--01025--005  
\*\*\*122.50 \*\*\*122.50

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the proposed corporation to be filed.

Also enclosed, please find a check in the sum of \$122.50 to cover the costs of filing, the Registered Agent fee and certified copy of the Articles.

Please send a certified copy of the Articles to the undersigned in the enclosed self-addressed envelope.

Thank you for your prompt attention and courtesy.

Yours very truly,

HAROLD M. BRAXTON

HMB/dk  
Enc.

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
SPOT BEVERAGE MANAGEMENT CORP.

ARTICLE I - NAME

The name of this corporation shall be SPOT BEVERAGE MANAGEMENT CORP.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation. The foregoing subparagraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided

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that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted to be performed by corporations under the laws of the State of Florida.

B. To invest funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of security.

C. To own real and personal property necessary for the advancement of the purposes and objects of this corporation.

#### **ARTICLE III - DURATION**

The duration of this corporation shall be perpetual.

#### **ARTICLE IV - ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida is Suite 400, 9100 South Dadeland Boulevard, Miami, FL 33156-7815.

The Board of Directors may from time to time move the principal office to any other address in Florida.

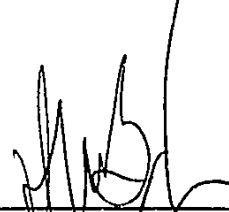
#### **ARTICLE V - REGISTERED AND RESIDENT AGENT**

The name of the corporation's registered and resident agent and his address is as follows:

HAROLD M. BRAXTON  
Suite 400 - ONE DATRAN CENTER  
9100 South Dadeland Blvd.  
Miami, FL 33156-7815

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned hereby accepts the designation as registered agent and resident agent for SPOT BEVERAGE MANAGEMENT CORP. as set forth in Article V herein.

  
\_\_\_\_\_  
HAROLD M. BRAXTON

**ARTICLE VI - BOARD OF DIRECTORS**

The corporation shall have no directors initially. The shareholders shall act as the Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws, but there shall never be less than one director. The names and addresses of the initial director is: Harold M. Braxton, Suite 400, One Datran Center, 9100 South Dadeland Blvd., Miami, FL 33156-7815.

**ARTICLE VII - INITIAL CAPITAL**

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

**ARTICLE VIII - CAPITAL STOCK**

The maximum number of shares of capital stock authorized to be issued by this corporation shall be Five Hundred (500) shares of common stock at One Dollar (\$1.00) par value per share.

Each of the said shares of stock shall entitle the holder to one vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock securities) or in labor or services at a fair valuation to be fixed by the incorporator. All stock, when issued, shall be fully paid for and shall be nonassessable.

#### ARTICLE IX - INCORPORATION

The name and address of the person signing these Articles of Incorporation are: Harold M. Braxton, #400, 9100 So. Dadeland Blvd., Miami, FL 33156-7816.

#### ARTICLE X - ADDITIONAL POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein stated, the corporation shall have all the following powers:

A. To enter into, or become a partner in, any lawful arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm or corporation for any purpose.

B. To deny to the holders of the common shares of the corporation any preemptive right to purchase or subscribe to any new issues of any type shares of the corporation, and no

shareholder shall have any preemptive right to subscribe to any such shares.

C. At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his or her shares in accordance with the By-Laws setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.

D. At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws setting for the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.

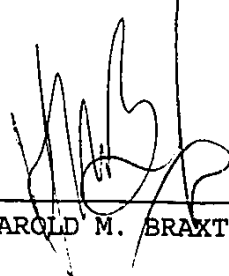
E. To enter into, for the benefit of its employees, one or more of the following: (1) a pension or profit-sharing plan; (2) a medical payment and reimbursement plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; (6) other retirement or incentive compensation plans.

#### **ARTICLE XII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the shareholders and approved at a

meeting of shareholders by a majority of the holders of stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these ~~ARTICLES OF INCORPORATION~~ on February 11th, 1997.

  
HAROLD M. BRAXTON

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA       )

COUNTY OF DADE       )

BEFORE ME, the undersigned authority, personally appeared HAROLD M. BRAXTON, who, being well known personally to me, upon their oath depose and say that the foregoing is true and correct and executed for the purposes expressed therein.



DEBRA A KING  
My Commission CC370662  
Expires May, 08, 1998  
Bonded by HAI  
800-422-1555

  
NOTARY PUBLIC  
DEBRA A KING

MY COMMISSION EXPIRES: