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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 437490 94018A

AUTHORIZATION :

COST LIMIT : PREPAID

ORDER DATE : June 23, 1997

ORDER TIME : 10:08 AM

ORDER NO. : 437490-005

CUSTOMER NO: 94018A

CUSTOMER: Michael Ortiz, Esq  
MICHAEL ORTIZ, P.A.

Suite 902, Grand Bay Plaza  
2665 South Bay Shore Drive  
Miami, FL 33133

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-06/23/97--01037--025  
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DOMESTIC FILING

NAME: ANTARCTICA U.S.A. INC.

EFFECTIVE DATE:

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: Lori R. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
JUN 23 PM 12:13  
TALLAHASSEE, FLORIDA

97 JUN 23 PM 11:30

JUN 23 1997

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**ARTICLES OF INCORPORATION OF  
ANTARCTICA U.S.A. INC.**

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be: Antarctica U.S.A. Inc.

The address of the principal office of this corporation shall be:

c/o Michael Ortiz, P.A.  
2665 South Bayshore Drive  
Suite 902  
Miami, Florida 33133

and the mailing address of the corporation shall be the same.

**ARTICLE II**

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III**

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida, and especially the sale and distribution of beverages produced by Companhia Antarctica Paulista Ind. Brasileira de Bebidas e Conexos, and/or by other beverage producers.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
60,000 shares	\$1	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

**ARTICLE V**

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

Michael Ortiz      2665 So. Bayshore Drive  
Suite 902  
Miami, Florida 33133

## ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders.

## ARTICLE VII

The name and address of the Incorporator is:

Companhia Antarctica Paulista Ind. Brasileira de Bebidas e Conexos  
Avenida Presidente Wilson, 274  
CEP 03107-900  
Sao Paulo SP  
Brazil

## ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

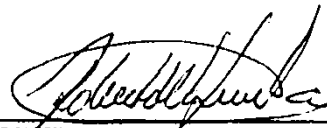
## ARTICLE IX

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 19th day of June, 1997.

Companhia Antarctica Paulista Ind.  
Brasileira de Bebidas e Conexos

By:

 (SEAL)  
ROBERTO WAGNER de SOUZA,  
International Market Manager and  
duly authorized by Companhia  
Antarctica Paulista Ind. Brasileira  
de Bebidas e Conexos

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Michael Ortiz having a business office identical with the registered office of the corporation named above, 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 Registered Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
MICHAEL ORTIZ

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 11-13-2013 BY 60322  
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